

# Gates Presbyterian Church

## Bylaws & Governance

### 1. Mission of the Church

As a joyful community empowered by the Holy Spirit, we worship God, follow Jesus and love our neighbors.

### 2. Relation to the Presbyterian Church (USA)

Gates Presbyterian Church (the "Church") is a member church of the Presbytery of the Genesee Valley in the Synod of the Northeast of the Presbyterian Church (USA).

### 3. Governance of the Church

The Church will be governed in accordance with the *Constitution of the Presbyterian Church (USA)*, Part II which is the *Book of Order*. Consistent with that Constitution, these bylaws shall provide guidance for the Church. The most recently revised version of *Robert's Rules of Order* shall be used for parliamentary guidance in all council meetings of the church. The *Policies and Procedures Manual of the Session of Gates Presbyterian Church* shall provide specific guidelines concerning the conduct of the worship activities, programs and events of the Church.

### 4. Meetings of the Congregation

**Annual Meeting.** There shall be an annual meeting of the congregation in the Church building on a Sunday in December or such other date to be designated by the Session. The agenda for the annual meeting shall include, but not be limited to, the following matters: (1) presentation of the annual reports of the teams, committees and organizations of the Church (information only), (2) presentation of the financial report for the preceding year, (3) review of the budget for the current year (information only), (4) election of members to the Church Nominating Committee for the current year, and (5) consideration of changes in the terms of call for the pastor(s), if any.

**Regular Meeting.** There shall be a regular meeting of the congregation in the Church building on a Sunday in December or such other date to be designated by the Session. The agenda for the regular meeting shall include, but not be limited to the following matters: (1) election of ruling elders, deacons and trustees to serve in the upcoming year, and (2) review of the proposed budget for the upcoming year (information only).

**Special Meetings.** Special meetings of the congregation may be called by the Session, by the Presbytery or by the Session when requested in writing by one-fourth (1/4) of the active members listed on the membership rolls of the Church. Such call shall state clearly the purpose of such special meeting, and business shall be restricted to that which is specified in the call.

**Electronic Participation in Meetings of the Congregation.** Members of the congregation may participate in a meeting of the congregation by means of telephone conference, video conference or similar electronic communications equipment. Such means must provide that all persons participating in the meeting be able to simultaneously hear and deliberate with each other. Participation in a meeting pursuant to such means shall constitute presence in person at such meeting.

All meetings of the congregation shall be opened and closed with a prayer.

**5. Notice of Meetings of the Congregation**

Adequate public notice of any meeting of the congregation shall be given verbally at worship services on at least two (2) successive Sundays prior to the meeting. The Sunday of the meeting date may be considered one of the two Sundays for giving notices. When the meeting is called for the purpose of electing a pastor, the notice shall be given verbally at worship services on two (2) consecutive Sundays at least ten (10) days in advance of the meeting. In addition to verbal form, notices may be given in print or electronically.

**6. Moderator of Meetings of the Congregation**

The installed pastor shall moderate the congregation meetings. If it is impractical for the pastor to preside, he or she shall invite another teaching elder who is a member of the Presbytery or a person authorized by the Presbytery to serve as moderator. If there is no installed pastor, or the installed pastor is unable to moderate and/or to name another moderator, the Presbytery shall make provision for a moderator.

**7. Secretary of Meetings of the Congregation**

The clerk of Session shall serve as secretary of the meetings. If the clerk is not present or is unable to serve, the congregation shall elect a temporary clerk for that meeting.

**8. Minutes of Meetings of the Congregation**

The minutes of a meeting shall be attested by the clerk of the meeting. Once the minutes of a meeting are approved by either the congregation or the Session, they shall be filed in the minute book of the Session. Copies of the minutes may also be posted within the Church and/or on the internet web page of the Church.

**9. Quorum and Voting at a Meeting of Congregation**

A quorum of a meeting of the congregation shall be the moderator, the clerk and at least 10% of the number of members of the Church listed in the most recent Annual Statistical Report on file with the General Assembly. The clerk shall determine that a quorum is present. Only active members listed on the membership rolls of the Church may vote.

Voting by proxy is not allowed. The vote of a majority of members present and voting at a meeting at which a quorum is present shall be the act of the congregation. Voting on questions dealing with Church property and/or on such other matters that are determined to be strictly corporate business in nature shall be determined by civil law.

**10. Nominating Committee**

The congregation shall elect members of a nominating committee to select candidates to serve as elders, deacons and trustees of the Church. Session shall present a slate of nominating committee candidates to the congregation but the floor shall be open for nominations at the congregation meeting at which such slate of candidates is presented.

(a) *Members.* The Nominating Committee shall consist of no fewer than (5) members who are representative of the active members of the Church. Membership shall include at least the following: one (1) active ruling elder designated by Session whom shall be currently on the Session; one (1) active deacon designated by the Board of Deacons; one (1) active trustee designated by the Board of Trustees; two (2) members from the congregation who are elected by the congregation. The pastor shall be an *ex officio* member of the Committee without a vote. The active ruling elder serving on the Committee shall be moderator of the Committee.

(b) *Term.* Members of the Committee shall be elected annually for a one (1) year term. No member shall serve more than three (3) years consecutively.

(c) *Duties.* The Committee shall bring to the congregation names of candidates to serve as elders, deacons and trustees of the congregation only for the number of vacancies to be filled.

## 11. Ministries/ Officers of the Church

The officers of the Church are the teaching elders (ministers of the Word and Sacrament), ruling elders and deacons, each of which is elected by the congregation.

### 11.1 Ruling Elders

**Session.** The affairs of the Church shall be governed, managed, supervised and controlled by a council known as the Session of the Church. The Session shall consist of the pastor, the associate pastor and 15 ordained ruling elders in active service, which total includes one youth elder. The pastor shall be the moderator of the Session.

- (a) ***Election of Ruling Elders.*** The congregation shall elect fourteen (14) ruling elders and one (1) ruling youth elder. The fourteen (14) ruling elders shall be divided into two classes of seven (7) each, one class of which shall be elected each year for a two (2) year term. The youth elder shall be elected annually to serve for a one (1) year term. No elder shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. An elder having served a total of six (6) years shall be ineligible for reelection to the Session for a period of at least one (1) year.
- (b) ***Annual Meeting of Session.*** The Session, at its first meeting following the installation of officers, shall: (i) elect an elder to serve as clerk of Session, (ii) appoint elders to serve as Core Elders and as Coordinating Elders, (iii) elect a Church Treasurer, (iv) appoint a Financial Secretary, (v) appoint a Memorial Fund Secretary/Treasurer, and (vi) select two (2) voting delegates to the Presbytery for the ensuing year. The Treasurer is not required to be an elder of the Church. The clerk must be an elder but he/she does not need to be serving on the Session at the time of his/her election.
- (c) ***Meetings of Session.*** The date for the regular meetings of Session shall be determined from time to time upon the majority vote of the ruling elders then serving on Session. Special meetings of the Session may be called in accordance with the *Book of Order*.
- (d) ***Quorum and Voting.*** A quorum for a Session meeting shall be the moderator and at least one-third (1/3) of the elders. The vote of a majority of ruling elders present and voting at a meeting at which a quorum is present shall be the act of the Session. Voting by proxy is not allowed. Voting by electronic means is allowed only if participation in the meeting conforms to the requirements of these bylaws.
- (e) ***Electronic Participation in Meetings.*** Ruling elders may participate in a meeting of Session by means of telephone conference, video conference or similar electronic communications equipment. Such means must provide that all persons participating in the meeting be able to simultaneously hear and deliberate with each other. Participation in a meeting pursuant to such means shall constitute presence in person at such meeting.
- (f) ***Core Value Elders.*** The four (4) core value ministries of the Church are: Worship, Spiritual Growth, Hospitality and Mission (the "Core Values"). Two elders shall be assigned to each Core Value ministry. The role of a Core value elder is to support, plan and coordinated activities and events throughout the Church related to the Core Value ministry to which he/she is assigned.

- (g) **Coordinating Elders.** The six (6) coordinating ministries of the Church are: Good News, Personnel, Trustees, Spiritual Gifts, Finance and Youth/Young Children (the "Coordinating Ministries"). One elder shall be assigned to each Coordinating Ministry. The role of a Coordinating Elder is to provide resources, encouragement and coordination required to implement the ministry of the Church to which he/she is assigned.

## 11.2 Deacons

The congregation shall elect twelve (12) deacons and one (1) youth deacon. The twelve deacons shall be divided into two classes of six (6) each, one class of which shall be elected each year for a two (2) year term. The youth deacon shall be elected annually to serve for a one (1) year term. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. A deacon having served a total of six (6) years shall be ineligible for reelection to the Board of Deacons for a period of at least one (1) year. The deacons shall be under the supervision and authority of the Session of the Church.

The Board of Deacons, at its first meeting following the installation of new officers, shall elect a moderator and a clerk from among its members and shall form such teams as necessary to carry out its work. The pastor or his/her designee from the staff of the Church 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.

## 12. Trustees

The congregation shall elect nine (9) trustees and one (1) youth trustee. A trustee must be a member who is listed on the active membership rolls of the Church. The nine trustees shall be divided into two classes, one of five (5) and one of four (4). One class shall be elected each year for a two (2) year term. The youth trustee shall be elected annually to serve for a one (1) year term. No trustee shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. A trustee having served a total of six (6) years shall be ineligible for reelection to the Board of Trustees for a period of at least one year. The powers of the Trustees shall include those specifically contained in the *Book of Order*. The Trustees shall be under the supervision and authority of the Session of the Church.

The Board of Trustees, at its first meeting following the installation of officers shall elect a moderator and a clerk from among its members and shall form such teams as necessary to carry out its work. The pastor or his/her designee from the staff of the Church shall be an advisory member of the Board of Trustees. A quorum for the Board of Trustees shall be one third (1/3) of the members, including the moderator.

## 13. Treasurer

The Treasurer shall be elected annually by the Session. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Church. The duties of the Treasurer include: (i) maintaining the accounting systems in such a manner as to give a true and accurate accounting of the financial transactions of the Church, (ii) providing financial reports promptly to the Session at least annually and upon request of Session, (iii) insuring that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment, and (iv) causing the books of account of the Church to be reviewed annually by a public accountant and submitting a report of such review to Session. In addition, the Treasurer shall perform such other duties incident to the office as Session may from time to time determine.

#### **14. Administration of the Church**

The Session may from time to time assign duties to other agents or staff of the Church to assist in administering the business of the Church. The following administrative positions shall be filled by Session, supervised by Session and report directly to Session. These positions are not officers of the Church.

*Financial Secretary.* The Financial Secretary shall be appointed annually. The duties of the Financial Secretary shall be such duties incident to the position as Session may from time to time determine and as contained in the *Policies and Procedures Manual of the Session of Gates Presbyterian Church*.

*Counting Teams.* The duties of the counting teams shall include: (i) receiving all funds coming to the Church and depositing such funds in banks selected by Session, and (ii) providing accurate weekly reports of deposits to the Treasurer. Each counting team, under the direction of the Finance Coordinating Elder and Session, shall consist of at least two (2) members.

*Memorial Fund Secretary/Treasurer.* The Secretary/Treasurer of the Church's Memorial Fund shall be appointed annually. The duties of the Secretary/Treasurer of the Memorial Fund shall be as determined from time to time by Session and contained in the *Policies and Procedures Manual of the Session of Gates Presbyterian Church*.

#### **15. Vacancies, Removal and Resignation**

Any person serving in an elected office or an appointed position of the Church may resign at any time by giving written notice to the pastor and clerk of Session. Any such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

If Session deems that a person is no longer able to effectively function in his/her elected office or appointed position, Session may dissolve the relationship in accordance with the *Book of Order*. A vacant elected office shall be filled by election of a successor by the congregation. A vacant appointed position shall be filled by appointment by Session.

#### **16. Contracts**

Session may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Church by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

#### **17. Indemnification**

Each person who is or was an ruling elder, deacon, trustee or any other officer of the Church, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Church to the full extent permitted or authorized by the laws of the State of New York, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and claim arising in connection with such persons conduct in his or her capacity, or in connection with his or her status, as an elder, deacon, trustee or officer of the Church. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which he may be entitled under any other agreement, or otherwise, and shall not limit in any way any right that the Church may have to make different or further indemnification with respect to the same or different person or classes of persons.

**18. Amendments to the Bylaws**

Any provision of these bylaws may be amended by a two-thirds vote (2/3) of the Session present and voting at a meeting at which a quorum is present **except** for the following:

*Meetings of the Congregation, Notice of Meetings of the Congregation, Moderator of the Congregation Meetings, Secretary of the Congregation Meetings, Minutes of the Meetings of the Congregation, Quorum and Voting for a Meeting of the Congregation, Nominating Committee.*

These exceptions may only be amended by a two-thirds (2/3) vote of the congregation present and voting at a meeting at which a quorum is present. Consideration of the proposed bylaw amendment(s) must be clearly noted in the notice of such meetings.

**19. Repeal of Bylaws**

Effective the date of adoption of these bylaws by the congregation, any and all bylaws which may have been previously adopted by the congregation of the Church are repealed and replaced.

*Adopted by Session: August 25, 2016*

*Adopted by the Congregation: October 30, 2016*

*Amended: January 28, 2018*

*Amended by Congregation: June 14, 2020*

*Adopted by Session: June 2020*