

BY-LAWS OF ST. PAUL PRESBYTERIAN CHURCH (U.S.A.)

These bylaws outline the unique instructions by which this church is governed. Other documents describe the manner in which the affairs of this church are conducted.

I. Authority

St. Paul Presbyterian Church is a particular church of the Presbyterian Church (U.S.A.), situated in the Presbytery of Denver and the Synod of the Rocky Mountains. This church recognizes that the Constitution of the Presbyterian Church, and all its provisions as contained in the Book of Order, is obligatory upon this congregation and its members (G-1.01).

II. The Church as a Corporation

A. Jurisdiction. St. Paul Presbyterian Church (U.S.A.) is incorporated under the laws of the State of Colorado for the purposes of the worship of Almighty God and instruction in the Christian religion, according to the *Book of Order, Constitution Part II of the Presbyterian Church (U.S.A.)*. Under the provision of section 7-122-106 of the *Colorado Revised Nonprofit Corporation Act* (second Edition, 2004), this corporation reserves to itself the right to make and adopt such by-laws as it may deem necessary to provide for management of the church. (G-4.0101)

B. Members of the Corporation. The active roll of the congregation is the corporation.

C. It is permitted by the Colorado Revised Nonprofit Corporation Act and the Book of Order to conduct both congregation and corporate business in a meeting of the congregation, moderated in accordance with Section IV.C. of these by-laws. (G-1.0503)

D. Seal. A seal shall be provided for this church as a corporation and shall consist of the words, "St. Paul Presbyterian Church (U.S.A.)" in a circle enclosing the word "Seal".

III. Congregational Meetings

A. Business Proper to Congregational Meetings. Business to be transacted at meetings of the congregation shall be limited to matters related to the following (G-1.0503):

1. electing ruling elders, deacons, and trustees;
2. calling a pastor, co-pastor, or associate pastor;
3. changing existing pastoral relationships, by such means as reviewing the adequacy of and approving changes to the terms of call of the pastor or pastors, or requesting, consenting to, or declining to consent to dissolution;
4. buying, mortgaging, or selling real property;

5. requesting the Presbytery of Denver to grant an exemption as permitted in the *Book of Order, Constitution Part II of the Presbyterian Church (U.S.A.)* G-2.0404.

B. Annual Meetings.

1. There shall be an annual meeting of the congregation, called by the session to be held on a date it designates, for the election of ruling elders, deacons and persons to serve on the Nominating Committee.

2. There shall be a meeting of the congregation, called by the session to be held on a date it designates, to receive the reports of the session and to transact any business properly coming before such meeting. The reports of the session at the annual meeting shall record the activities of the church including financial matters.

C. Special Meetings. Special meetings may be called by the Session, the Presbytery of Denver, or, under such extraordinary circumstances as are contemplated by Paragraph III H. of these Bylaws, by the Emergency Commission.

D. Notice of Meetings. The time, place and purpose of regular meetings of the congregation shall be publicized in the church bulletin at least two successive Sundays prior to the meeting. Notice of special meetings shall be given to all members of the congregation, as determined by the most recent church registry, at least ten days prior to the meeting. For special meetings, notice may be given first-class mail, by facsimile or e-mail. Notice by mail shall be deemed delivered when deposited in the United States Mail, to the address in the registry, postage prepaid. Notice by facsimile or e-mail shall be deemed delivered upon transmission.

E. Electors. All active members (as defined in G-1.402) of the congregation present are entitled to vote in any meeting of the congregation. Voting by proxy is not permitted. (G-1.0501)

F. Quorum. A quorum shall be at least one tenth of the active members or twenty-five should the membership of the congregation be 250 or fewer. (G-1.0402, G-1.0501)

G. Rules of Order. Meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order*, except in those cases in which the Constitution or these by-laws provide otherwise.

H. Emergency Electronic or Virtual Meetings. In the event of a natural disaster, an epidemic or similar emergency condition, either as declared by a national, state or local order forbidding social gatherings, or as reasonably determined by the Session or the Emergency Commission, the congregation may meet by such electronic means as conference telephone, internet video conference, Zoom or similar applications, as the Session or the Emergency Committee shall determine. The quorum for an emergency meeting shall be 25 active members of the congregation.

IV. Officers

A. Board of Trustees. The ruling elders in active service, by reason of their office, are the trustees of the Corporation. The trustees also carry out such other lawful acts as the trustees may, from time-to-time, authorize, delegate or direct. The trustees shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for and at the direction of the session. (G-4.0101)

B. Corporate Officers. The trustees shall elect from among their number officers of the corporation, whose sole function shall be to execute such legal documents and instruments as require official signature, as follows:

1. President and Vice-President of the Corporation;
2. The Clerk of Session shall be the Secretary of the Corporation;
3. The Treasurer of the Congregation shall be the Treasurer of the Corporation.

C. Moderator. The installed pastor shall ordinarily moderate all meetings of the congregation. 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 session shall request that the presbytery make provision for a moderator. (G-1.0504)

D. Secretary. The Clerk of the Session shall serve as secretary for all meetings of the congregation, as well as the Secretary of the Corporation. If the clerk is unable to serve, the congregation shall elect a secretary. The secretary shall record the actions of the congregation in minutes of the meeting. (G-1.0505)

E. Treasurer. The Treasurer, or treasurers, of the congregation shall be elected by, be supervised by, and be responsible to the Session. No Treasurer may be appointed for a term of more than three years, nor shall a Treasurer serve for consecutive terms, either full or partial, aggregating more than six years. (G-3.0205)

F. Session and the Board of Deacons.

1. Session. The session shall consist of up to twelve, but not less than nine, ruling elders in active service.

2. Board of Deacons. The Board of Deacons shall consist of up to twelve, but not less than eight, deacons in active service.

3. Terms of Service. (G-2.0404)

a. Ruling elders and deacons shall be elected for a regular term of three years. Elections for full terms shall be held annually at a duly called meeting of the congregation. Unexpired terms may be filled either at an annual meeting or at a duly called special meeting of the congregation.

b. There shall be three classes of ruling elders and deacons as numerically equal as possible, one class of which shall be elected at the duly called annual meeting of the congregation.

c. No ruling elder or deacon shall be eligible to serve more than six consecutive years, and a ruling elder or deacon who has served six consecutive years shall be ineligible for election to the same board for at least one year.

d. The Clerk of Session shall be a ruling elder elected annually by vote of the trustees, without term limitation.

e. Electronic or Virtual Meetings. The Session may meet by electronic means, such as conference telephone, internet video, Zoom, or similar application.

G. Youth Elder or Deacon. The Nominating Committee may choose to bring to the congregation for election the names of youths to serve as ruling elders or deacons for a one year term, according to the guidelines of the *Book of Order*. In the event a youth elder or deacon is elected, the members of session or deacons shall be increased accordingly.

H. Maintenance of Rolls. The Session, or such persons designated by the Session for this purpose, shall maintain in perpetuity rolls of all baptisms, marriages and funerals conducted at St. Paul. Other rolls may be maintained as Session may determine, on a year to year basis.

I. Emergency Commission. In the event of the official declaration of a national, state or local emergency condition, such that a regular or special meeting of the Session cannot be conducted either by physical or by electronic means, and in the further event that immediate action by the Session must be taken to address a critical concern of the church, the Emergency Commission shall take such temporary powers and such appropriate temporary actions as are necessary on behalf of the session and congregation. The Emergency Commission shall consist of the Pastor and three elders, appointed by the Session. No less than annually, the session shall review the composition of the Emergency Commission.

V. Nominations, Elections

The following procedures shall apply to the nominations, elections, and filling of vacancies for the Session, the Board of Deacons and Nominating Committee.

A. Nominating Committee, Members. (G-2.0401) The nomination and election of ruling elders and deacons shall express the rich diversity of the congregation's membership and shall guarantee participation and inclusiveness. (F-1.0403) Ruling elders and deacons shall be nominated by a committee (not less than five) elected by the congregation, drawn from and representative of its membership. The Nominating Committee is made up of active members of the church consisting of:

1. Two Ruling elders designated by the Session, one of whom is currently on the Session and who shall be named as moderator;

2. One member from the Board of Deacons;
3. Up to four, but not less than two, members chosen by the congregation none of whom may be in active service in the Session or the Board of Deacons; and
4. The pastor shall serve *ex officio* and without vote.

B. Duties of the Nominating Committee. The Nominating Committee shall make nominations for persons to serve on the Session, the Board of Deacons and the Nominating Committee.

C. Notice of Nominations. The nominating committee shall announce nominations publicly the Sunday before the congregational meeting, if possible.

D. Elections. (G-2.0401)

1. The Nominating Committee shall report, at a duly called meeting of the congregation, nominations of persons for each office to be filled.

2. Elections may proceed after nominations have been properly closed, with or without ballot.

3. Full opportunity shall always be given to the congregation for nomination from the floor of the congregational meeting by any active member of the congregation. No person's name shall be placed in nomination for any office unless the person so nominated shall have given his/her approval to his/her name being placed in nomination and shall have agreed to serve if elected.

4. A majority of all active members present and voting shall be required to elect.

VI. Amendment

The power to adopt new By-laws and to alter, amend, or repeal the above bylaws, with the exception of those provisions required by the Constitution of the Presbyterian Church (U.S.A.) or the laws of the State of Colorado, is hereby vested in the congregation.