

Dear Members of St. Luke Presbyterian Church,

Attached you will find a copy of the updated 2022 Bylaws for your review. After much discussion with the Presbytery of the Redwoods, and looking into other churches' Bylaws, I decided to change the format of the much outdated 1986 version. The new version is based primarily on the 2011 Bylaw format provided by the Presbytery, with various updates to compliment the digital age and California State law, while staying true to our decent and orderly Presbyterian roots.

Some of the major changes in the 2022 Bylaws are indicated below:

- Section 3.01: The number of Elders changed from 12 to a range of nine to twelve
- Section 3.08: Updated to reflect electronic transmission and digital communication
- Section 5.01: The number of deacons changed from 12 to a range of three to six
- Section 5.04: Updated to reflect electronic transmission and digital communication
- Section 7.03: Updated the number of members on the Nominating Committee

Some of the minor changes:

- Update the "United Presbyterian Church in the United States of America" to the Presbyterian Church (USA)
- Updated the male pronouns to gender-neutral
- Removed the outdated Book of Order reference numbers

Please review these Bylaws at your earliest convenience and let me know if you have any questions or concerns. If something does not seem right please provide me a reference number with your comment.

Thank you in advance for your review. We will vote on these Bylaws at our special congregational meeting on June 5, 2022.

Sincerely,  
Rev. Andrew Quick

# **BYLAWS OF ST. LUKE PRESBYTERIAN CHURCH**

**Adopted June 5, 2022**

The Congregation of St. Luke Presbyterian Church in San Rafael, California (hereinafter referred to as the "Church"), organized and existing under and by virtue of the statutes of the State of California, is an ecclesiastical organization and a non-profit religious corporation subject to and an integral part of the Presbyterian Church (United States of America) (hereinafter referred to as "PC (USA)"). It is subordinate to the Constitution of the PC (USA) and the laws of the State of California. The following Bylaws are adopted as containing the principles of its government.

## **I. PRINCIPAL OFFICE**

Section 1.1. Both as a "congregation" and as a "corporation" this church shall be identified by the name, "St. Luke Presbyterian Church of San Rafael, California."

Section 1.2. The principal office of the Church shall be located at 10 Bayview Drive in the city of San Rafael, State of California.

## **II. MEMBERSHIP**

Section 2.01. All who profess faith in Christ, promise obedience to His laws, and accept the ordinances of the Church according to the *Confessions of Faith and the Book of Order of the Constitution of the PC (USA)* ("Book of Order") are eligible to become members of the Church on acceptance by the Session at a regular meeting or duly called special meeting. Membership, termination of membership and transfer of membership shall be subject to the requirements of the Book of Order.

Section 2.02. The Session shall periodically review the roll of members and shall counsel with those who have neglected the responsibilities of membership. A diligent effort will be made to contact those members and ascertain their desire to remain members. If they do not respond within a year, they will be removed from the membership roll.

## **III. THE CHURCH SESSION**

Section 3.01. The Session shall consist of the Pastor and there shall ordinarily be nine to twelve elders, elected for a term of three years. Terms of elders shall expire when their successors have been ordained and installed. The Session shall be the Board of Directors for purposes of the California Nonprofit Corporation Law. All members of the Session are entitled to vote.

Section 3.02. Except as otherwise provided by these Bylaws, the Book of Order and state law, all of the affairs and activities of the Church shall be controlled and directed by a Session. The Session is in charge of maintaining the spiritual government of the Church, for which purpose it has the following power and responsibilities:

- (a) to inquire into the knowledge and Christian conduct of the member of the Church
- (b) to decide who shall be members of the Church, and to receive them into the communion of the Church upon profession of faith in Jesus Christ, upon reaffirmation of faith in Jesus Christ, or upon satisfactory certification of transfer of church membership;
- (c) to keep an accurate roll of the membership of the Church;
- (d) to grant certificates of transfer to other churches;
- (e) to terminate membership in the Church;
- (f) to provide for the growth of its members and for their equipment for ministry;
- (g) to develop and supervise the educational program of the Church;
- (h) to delegate and supervise the work of the Board of Deacons, and all other organizations and task forces within the Church;
- (i) to instruct, examine, ordain, install, and welcome into common ministry Elders and Deacons after the election by the members of the Church and to inquire into their faithfulness in fulfilling their responsibilities;
- (j) to establish the annual budget, determine the distribution of the Church's benevolences, and order offerings for Christian purposes, providing full information to the members of the Church of its decisions in such matters;
- (k) to provide for the administration of the program of the Church, including employment of non-ordained staff, with concern for equal employment opportunity and the annual review of the adequacy of compensation for all staff;
- (l) to provide for the management of the property of the Church;
- (m) to maintain relationship with the higher governing bodies of the church, including electing representatives to the Presbytery, nominating Elders to the Presbytery who may be considered for election to the Synod or General Assembly, and observing and carrying out the instructions of the higher governing bodies consistent with the Constitution of the PC (USA); and
- (n) to carry out all other responsibilities and exercise all other powers set forth by the Book of Order.

Section 3.03. Subject to the Book of Order and the Directory for the Service of God of the Constitution, the Session shall have and exercise exclusive authority over the worship of the Church, including the sharing of the Sacraments and the musical services, and shall determine the times and places of preaching the Word and all other religious services.

Section 3.04. Except as otherwise provided by these Bylaws or the Book of Order, the Session may from time to time delegate its responsibilities to the Board of Deacons, or to a committee or commission of the Church, subject always to the superior authority and direction of the Session.

Section 3.05. Should any difference of opinion arise between the Session and any board or organization of the Church, the Session, as the body having the superior responsibility for the welfare and program of the Church, shall have the final authority to make decisions, and any such decision shall prevail unless reversed or modified by a higher judicatory.

Section 3.06. All contributions by members and all benevolences shall be expended under the direction of the Session with due regard to benevolence budgets and policies recommended by higher judicatories. The Session shall carry on a program to educate the members of the Church in stewardship. The offerings of all the organizations and task forces within the Church shall be reported annually to the Session.

Section 3.07. The Session shall keep registers or rolls of persons admitted to or suspended from Church membership; and of the deaths and other removals of Church members, but the names of members shall be placed upon or removed from the rolls of the Church only by order of the Session, and in accordance with the provisions of the Book of Order. The Session shall also keep a complete register of marriages, adult and infant baptisms, with the dates of the births of the infants baptized, and Elders, Deacons and Pastors.

Section 3.08. The Session shall hold at least ten regular stated meetings each year. The Session shall open and close its meetings with a prayer. The Pastor has the power to convene the Session in special meetings at any time and shall always convene it when requested to do so by any two members of the Session. The Session shall also convene when directed to do so by the Presbytery of the Redwoods. Meetings may be convened provided that all members are given four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission (i.e., email, text, etc.).

Any Session meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if both the following apply:

- (a) each member participating in the meeting can communicate concurrently with all other members, and
- (b) each member is provided the means of participating in all matters before the Session, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Session.

For simple matters that require no deliberation, action can be taken by the Session via email if unanimous consent is given in writing or by email by the full Session.

Section 3.09. One-half of the Elders in active service, with a Moderator, shall constitute a quorum, except for the reception of members, when the quorum shall be the Moderator and two (2) members of the Session.

Section 3.10. Decisions of the Session shall be binding when passed by a majority of those present and voting.

Section 3.11. The Pastor of the Church shall be the Moderator of the Session. Whenever the Pastor is unable to attend or other reasons make it advisable that another Moderator shall preside, a Moderator shall be chosen in accordance with the Book of Order. The Pastor shall be the Chairman of the Board of Directors of the Church for purposes of the California Nonprofit Corporation Law.

Section 3.12. The Session shall annually elect from its members a President of the Congregation, who shall be an officer of the Church, shall execute contracts and agreements authorized by the Session and shall perform any and all other duties which the Session shall from time to time prescribe for that office.

Section 3.13. The Session shall annually elect a Clerk, who shall be the secretary of the Church for purposes of the California Nonprofit Corporation Law. The Clerk of the Session shall keep and be responsible for a legible and accurate record of its proceedings as required by the Book of Order. Such records shall be submitted to the Presbytery of the Redwoods for inspection at least once a year and shall be available to the Presbytery upon request. The Clerk shall give and serve all notices of the Church required by law or these Bylaws.

Section 3.14. The Session may create and dissolve standing or special commissions or committees, appoint members to them, and delegate to them duties and authority consistent with these Bylaws, the Book of Order and state law.

#### **IV. FINANCIAL MANAGEMENT**

Section 4.01. The Session shall make an annual report to the congregation setting forth the following:

- (a) A statement of the funds and investments of the Church; and

(b) The receipts and disbursements for the previous year; and

(c) An estimate of the receipts and disbursements for the ensuing year.

Section 4.02. The Session shall cause to be kept the accounting books and records of the Church. Except as may otherwise be determined by the Session for good cause, the accounting books and records shall be open to inspection upon the written demand to the Session of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member. The right to inspect includes the right to make extracts.

Section 4.03. The Session shall each year cause an audit to be prepared as required by the Book of Order.

Section 4.04. The Session shall annually elect a Treasurer, who shall be the chief financial officer of the Church for purposes of the California Nonprofit Corporation Law. The Treasurer shall have custody of the funds of the Church and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Church. The Treasurer shall have such other powers and duties as prescribed by the Session or by law.

## **V. DEACONS**

Section 5.01. The Board of Deacons shall consist of the Pastor and there shall ordinarily be three to six deacons, elected for a term of three years. Terms of deacons shall expire when their successors have been ordained and installed.

Section 5.02. The Board of Deacons shall minister to those in need, to the sick, to the friendless, and to any who may be in distress, in accordance with the Scriptural duties of the office. The Board of Deacons shall assume such other duties as may be delegated to it by the Session.

Section 5.03. The Board of Deacons shall be under the supervision and authority of the Session. The Session may void or amend any action of the Board of Deacons, or direct the Board to reconsider such action.

Section 5.04. The Board of Deacons shall hold regular meetings as fixed by resolution of the Board of Deacons, but it shall meet at least quarterly. Special meetings of the Board shall be held whenever requested by two of its members or by the Session or by the Pastor. Meetings may be convened provided that all members are given four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission (i.e., email, text, etc.).

Any Deacons meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if both the following apply:

- (a) each member participating in the meeting can communicate concurrently with all other members, and
- (b) each member is provided the means of participating in all matters before the Deacons, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Deacons.

For simple matters that require no deliberation, action can be taken by the Deacons via email if unanimous consent is given in writing or email by the full board.

Section 5.05. A joint meeting of the Session and Board of Deacons may be held annually to confer on matters of common interest, with the Moderator of the Session presiding. No binding decision may be reached in such a joint meeting, but the Session and the Board of Deacons may act separately on matters committed to their care.

Section 5.06. One-half of the Board of Deacons shall be necessary to constitute a quorum.

Section 5.07. Decisions of the Board of Deacons shall be binding when passed by a majority of those present and voting.

Section 5.08. The Board of Deacons shall elect from its membership a moderator, a vice-moderator, and a secretary.

Section 5.09. The secretary shall keep a record of the Board's proceedings, and the Board of Deacons shall submit its records to the Session for approval at least once a year, and at other times upon the request of the Session.

## **VI. QUALIFICATION, ELECTION, AND VACANCY OF ELDERS AND DEACONS**

Section 6.01. The Elders and Deacons shall be elected for three-year terms by the the congregation at the annual meeting or at a special meeting called for that purpose.

Section 6.02. All active members of the Church in good standing, but no others, are entitled to vote in the election of Elders and Deacons.

Section 6.03. Elders and Deacons must be members of the Church.

Section 6.04. When a majority of all the voters present and voting cast their votes for a

candidate, that person shall be elected. Voting by proxy and cumulative voting shall not be permitted.

Section 6.05. The Elders shall be divided into three classes of three (3) to four (4) each and the Deacons shall be divided into three classes of two (2) to three (3) each. The terms of office shall be staggered so that the terms of one class of Elders and Deacons, respectively, shall expire each year.

Section 6.06. No Elder or Deacon shall serve for consecutive terms, either full or partial, in the same office, aggregating more than six consecutive years. An Elder or Deacon having been elected for consecutive terms aggregating six years shall be ineligible to serve in the same office for a further term until at least one year has elapsed from the expiration of the last term for which he or she was elected.

Section 6.07. An Elder or Deacon may resign by written notification to the Clerk of Session. On ceasing to be a member of the Church, an Elder or Deacon ceases to be a member of the Session or the Board of Deacons, as the case may be.

Section 6.08. If any Elder or Deacon declines to act, resigns, dies, or ceases to be a member of the Church, the vacancy created shall be filled by the Congregation at the next annual meeting or at a special meeting called for that purpose. Those who shall be elected to fill vacancies existing for any reason shall be elected for the unexpired terms of such vacancies.

## **VII. THE NOMINATING COMMITTEE**

Section 7.01. There shall be a Nominating Committee comprised of active members of the Church for the purpose of selecting candidates for the offices of Elder and Deacon.

Section 7.02. The Nominating Committee shall be chosen annually. No member of the Committee shall serve more than three (3) years consecutively.

Section 7.03. The Committee shall consist of three (3) members. One member of the Nominating Committee shall be designated by and from the Session to serve as Moderator, and two members shall be elected by the Congregation at the annual meeting or at a special meeting called for that purpose. The Pastor shall be a member of the Nominating Committee ex officio but without a vote.

Section 7.04. The Nominating Committee shall cause to be published with the notice of the congregational meeting at which it is to present its report the names of the persons whom, as of the time of the notice, the committee has decided to place in nomination.



Section 7.05. After the Nominating Committee has presented the names of candidates for office at any meeting of the Congregation, nominations may be made from the floor.

## **VIII. SELECTION OF PASTOR OR ASSOCIATE PASTOR**

Section 8.01. In the event of a vacancy in the pastorate or an associate pastorate, a new pastor or associate pastor, as the case may be, shall be called in accordance with the procedure set forth in the Book of Order, as supplemented by these Bylaws.

Section 8.02. The Pastor Nominating Committee constituted pursuant to the requirements of the Book of Order shall consist of at least six (6) members and shall be elected by the congregation at the annual meeting or at a special meeting called for that purpose. Nominations to this Committee shall be made in the following manner: two members shall be nominated by and from the Session; one member shall be nominated by and from the Board of Deacons, and the remaining members shall be nominated by the Nominating Committee. Any member of the Church may, in addition, make other nominations from the floor. The Pastor Nominating Committee shall elect its own officers.

## **IX. MEETINGS OF THE CONGREGATION**

Section 9.01. There shall be an annual meeting of the Congregation in January at a time to be designated by the Session. Notice of such annual meeting shall be given from the pulpit during public worship and published in the Church bulletin on the two preceding Sundays.

Section 9.02. All organizations, societies, and bodies of the Church shall deliver annual written reports to the Clerk of the Session, not less than two weeks prior to the annual meeting. The contents of these reports shall be made available to the Congregation at the annual meeting.

Section 9.03. Special meetings of the Congregation may be called by the Session. Notice of special meetings shall be given from the pulpit during public worship and published in the Church bulletin on the two preceding Sundays. At such meetings, no business shall be transacted except such as is named in the notice.

Section 9.04. The Pastor shall preside at all meetings of the Congregation. The Clerk of the Session shall prepare the Minutes of these meetings, which Minutes shall be reviewed by the Session at its next regular meeting. When approved by the Session, these Minutes shall be final.

Section 9.05. All active members of the Church are entitled to vote on congregational matters.

Section 9.06. Twenty-five percent (25%) of the active members of the Church shall constitute a quorum for the transacting of business at either an annual or special meeting of the Congregation.

## **X. AMENDMENTS**

Amendments to these Bylaws may be made at any annual or special meeting of the Congregation by a majority vote of active members, present and voting, provided that the nature of any amendment shall be given in the notice of such meeting.