

**MODEL BYLAWS FOR CHURCHES OF
THE PRESBYTERIAN CHURCH IN AMERICA (PCA)
(BCO REFERENCES UP TO AND INCLUDING THE 33RD GENERAL ASSEMBLY, JUNE 2005)**

**INTRODUCTION TO BYLAWS
[NAME] PRESBYTERIAN CHURCH**

The following Bylaws are designed to help our church operate in a biblically faithful manner. Like most church bylaws, they cover basic issues related to membership, congregational meetings, the responsibilities of church officers, and the use of church property. They also cover issues that are often overlooked in standard bylaws, such as biblical counseling, confidentiality, and conflict resolution. These, and other special provisions, are incorporated by reference into our church's "Relational Commitments," so that the full benefit of such provisions may also be extended to people who are not yet members of our church but worshipping with us as part of our community.

At first glance, you may wonder why we have gone into such detail and addressed issues that churches have traditionally ignored. The primary answer to this question is that we believe there has been a significant change in the moral and legal climate of this country. In years past, most Americans, whether they were Christians or not, held to a common framework of basic moral values. Honesty, fairness, respect for others, self-discipline, and accountability were generally viewed as commendable qualities. In recent years, however, respect for these qualities has been undermined by a growing emphasis on individualism, a diminished respect for authority, the acceptance of relative morality, and the loss of common norms and values.

Because of this change, it is no longer possible to assume that everyone holds to the same standard of common sense, fairness, and justice, even within the same church. Therefore, what seems appropriate to one member of a church (for example, giving three days' notice of a special congregational meeting or allowing the deacons to spend \$3,000 without congregational approval) might seem outrageous to another member.

This loss of common values even within the church can cause a great deal of confusion and conflict. It can also expose a church to devastating lawsuits. A generation ago, very few people would have dreamed of suing a church. But the legal climate has changed dramatically in recent years, and today lawsuits against churches are commonplace. Part of the reason for this is that people have differing expectations as to how a church should conduct its affairs or treat its members. When these expectations are not met, a lawsuit often follows, which can ruin a church both financially and spiritually.

As Proverbs 22:3 warns, "A prudent man sees danger and takes refuge, but the simple keep going and suffer for it." Realizing that the absence of common norms and values can pose a threat to the unity and well-being of our church, we developed these Bylaws as a means of establishing commonly accepted standards for the way we would treat one another and govern ourselves as a body. In particular, these Bylaws are designed to accomplish the following goals:

They help to prevent surprises and disappointed expectations by providing potential members with a thorough explanation of how the church intends to govern itself and accomplish its mission.

They reduce the likelihood of confusion and conflict within the church by establishing clear operational guidelines.

They prevent the misuse of authority by church leaders by limiting their powers and establishing procedures that protect members from being disciplined or losing rights without due process.

They give our elders protection from being subpoenaed by a civil court to testify regarding information they receive through pastoral counseling, while at the same time giving them guidelines for reporting actual or suspected harm to others.

They reduce the church's exposure to legal liability by satisfying recently developed legal requirements and requiring that potential lawsuits will be resolved through biblical mediation or arbitration rather than through litigation.

Most people would agree that these are worthwhile goals, but some might still be troubled by the amount of detail found in these Bylaws. They might say, "Why can't we live with just a few general rules?" The answer to that question is quite simple: Because we live in a fallen world, we tend to interpret general rules differently and twist them to serve our own selfish ends. Therefore, it is often necessary to develop detailed rules to reduce the possibility of misunderstandings and mistreatment.

This human need for detailed guidance is clearly reflected in Scripture. Instead of giving us only the two Great Commandments (love God and love your neighbor), God gave us the Ten Commandments. And he didn't stop there. Realizing our weakness and our sinful tendency to ignore or distort his commandments, God instructed Moses to set forth dozens of detailed laws on how his followers should behave (see Exodus, Leviticus, and Deuteronomy). All of these laws are summed up in the two great commandments, but even Jesus knew that until the world is renewed, we will still need the helpful guidance of the more detailed moral principles set forth throughout Scripture (see Matthew 5:17-7:6).

One of the places that we sometimes need this kind of detailed guidance is in the church. Scripture does not tell us exactly how to give notice or establish quorums for congregational meetings, what information should remain confidential and what may be shared with others, how long deacons should serve without re-election, or how to dispose of property if a church dissolves. These Bylaws are designed to answer these types of questions, and will hopefully spare us from unnecessary confusion and conflict, help us to act in consistent and respectful ways, and allow us to devote ourselves to the more important matters of God's kingdom.

As you read these Bylaws, we encourage you to look up and study the Bible passages that are cited next to particular provisions. If such study does not answer all of your questions and concerns, please do not hesitate to approach our pastor or one of our elders, who will be happy to talk with you about these Bylaws.

BYLAWS OF [NAME] PRESBYTERIAN CHURCH (PCA)

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1. Name

The name by which this organization shall be known in law shall be "[Name] Presbyterian Church," referred to herein as "the church."

2. Constitution

The Constitution of the church, which is subject to and subordinate to the Scriptures of the Old and New Testaments, the inerrant Word of God, consists of its doctrinal standards set forth in the Westminster Confession of Faith, together with the Larger and Shorter Catechisms, and the Book of Church Order of the Presbyterian Church in America ("BCO"), comprising the Form of Government, the Rules of Discipline, and the Directory for Worship (see BCO Preface III). Whenever possible, these Bylaws shall be interpreted so as to be consistent with the church's Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control (see BCO 11-4; 25-7).¹

3. Organization and Incorporation

The church shall be organized as a nonprofit corporation under the laws of the State of [State] (see BCO 25-7).

4. Purpose and Limitations

The purposes of the church are:

- a. To bring glory and honor to the Triune God by promoting true worship, mutual edification, and gospel witness;

¹These Bylaws are designed to supplement the Constitution of the church, especially our Book of Church Order (BCO). When needed to provide an understandable framework, these Bylaws will actually duplicate or repeat what is stated in the BCO. In many places, these Bylaws go beyond the BCO and address issues that are not adequately covered elsewhere. To avoid repeating the entire BCO, however, these Bylaws do not cover every issue addressed in the BCO. Therefore, these Bylaws may not serve as a substitute for the BCO, which should still be consulted when questions arise about church government. To facilitate cross-referencing between these two documents, these Bylaws contain numerous citations to related sections of the BCO.

- b. To operate exclusively for religious, charitable, and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above;
- c. To handle affairs pertaining to property and other temporal matters as required by the civil authorities (see BCO 25-7).
- d. The church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the church shall be distributed to any member or officer without full consideration. The church is prohibited from lending money to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest, or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

5. Location of Office

The registered office of the church shall be located within [State] at the address of the church's registered agent. The Board of Directors or a majority of the members may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

6. Membership

- a. The membership shall consist of all communing and non-communing members, all of whom have the privilege of pastoral oversight, instruction, and government by the church (see BCO 6). Communing members are those who have made a profession of faith in Christ, have been baptized, and have been admitted by the Session to the Lord's table as provided in Bylaw 6.b² (see BCO 25-7). Non-communing members are the children of communing members (see BCO 6-1; 28-5).
- b. A person may be received into communing membership by a letter of transfer from another church of like faith and practice approved by the Session, by reaffirmation of faith, or by confession of faith. In order to be received into communing membership, a person must also complete the membership course, submit a Membership Application, sign a Membership Commitment, and be accepted by the Session.
- c. All communing members who are at least eighteen years old and in good standing in the church shall be voting members (see BCO 25-1).³ ("Good standing" means that a member

²When the BCO uses the language "admitted by the Session to the Lord's Table" it is talking about something more than merely being allowed to take communion. (Members of other evangelical churches may come to the table, BCO 58-4.) Therefore, this language, combined with Bylaw 6.b., clarifies that "admitted . . . to the . . . Table" means being admitted into communing membership.

³BCO 25-1 does not place an age limitation on voting, nor do most state laws specifically allow or forbid minors from voting in non-profit corporations. To prevent potential conflicts on this issue, however, we reserve voting privileges for adults. [If you disagree and wish to allow minors voting privileges, you may

is not presently under the censure of suspension or deposition.) Any voting member in attendance at a duly called meeting shall be entitled to one vote on matters brought before the congregation (see BCO 6-4; 24-3; 25-1). Voting by proxy shall not be permitted. The pastor shall also be entitled to vote.

- d. Members may be removed from membership at their own request by informing the Session of their intention to withdraw and their reasons (see BCO 38-3; 46-1; 46-2). If a member requests to withdraw because of specific problems or disappointments with the church, the Session shall attempt to resolve those matters so that the member may remain in the church and enjoy greater fruitfulness and personal spiritual growth. If the Session is unable to resolve those matters, it shall offer to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs. If it appears to the Session that a member has requested removal merely to avoid church discipline, that request shall not be given effect until the disciplinary process has been properly concluded (see Matt. 18:12-20; BCO 38-3).⁴
- e. Members may also be removed from membership by order of the Session when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church; unite with a church of another denomination; cannot be found for a period of one year; or are removed by excommunication for persistent impenitence (see BCO 38-4). Non-communicating members may be removed from membership with their parents or when they reject the covenantal responsibility of submission to home or church and neglect the ongoing exhortation of the Session to profess faith in Christ (see BCO 28).

7. Ruling Elders and Deacons

- a. Ruling elders and deacons must be male voting members (see BCO 7-2; 25-7). In order to be eligible for election, a man shall satisfy the qualifications set forth in Scripture (see 1 Tim. 3:1-7; Titus 1:6-9; BCO 8-1, 2; 24-1). He shall also have been a member in good standing in the church for at least one year, shall have received appropriate training under the direction or with the approval of the Session, and shall have served the church in functions requiring responsible leadership (see BCO 16; 17).
- b. Ruling elders, individually and jointly with the pastor, are to lead the church in the service of Christ. They are to watch diligently over the people committed to their charge to prevent corruption of doctrine or morals. Evils that they cannot correct by private admonition they should bring to the notice of the Session. They should visit the people, especially the sick, instruct the ignorant, comfort the mourning, and nourish and guard the children of the covenant. They should pray with and for the people. They should have particular concern for the doctrine and conduct of the pastor and help him in his labors (see BCO 7; 8-3, 8, 9).

modify the age limitation found in this section.]

⁴The last sentence in this section is designed to provide for informed consent from members for the church to proceed with discipline in situations where a person may try to avoid discipline by attempting to withdraw from membership. This language can help to reduce exposure to the type of legal liability that was imposed by the Oklahoma Supreme Court in *Guinn v. Church of Christ of Collinsville*, 775 P.2d 766 (Oklahoma, 1989).

- c. Deacons shall demonstrate the compassion of Christ in a manifold ministry of mercy toward the saints and strangers on behalf of the church (see BCO 7-2; 9-1, 2, 3). As delegated and directed by the Session, they shall minister to the temporal needs of members and friends, manage the church finances, and see to the care and maintenance of church property.
- d. Any voting member may propose to the Session nominations for the offices of elders and deacons. The Session shall certify those nominees whom, upon examination, it judges to possess the necessary qualifications for office. An elder or deacon who had been previously certified but who resigned from or was divested of the office must be re-certified. Notice of a meeting to elders or deacons shall be given verbally, in the church bulletin, or by written letter at least one month in advance such meeting. At least one Lord's day preceding the date appointed for the election, the Session shall announce to the church the names of those it has certified. Election shall be from those certified. Voting on the election of elders and deacons shall be done by secret ballot, and each vote shall be cast either in favor of or against the election of each candidate, and those candidates receiving the vote of a majority in favor of their election shall be deemed elected. Elders and deacons shall be elected for three-year terms of service; however, it is to be recognized that election to the office of elder or deacon is perpetual (BCO 24-7). Upon completion of any three-year term, the elder or deacon may be elected for an additional term of service. If an elder or deacon is elected at a meeting other than the annual congregational meeting, his regular term shall expire at the time of the second annual congregational meeting following his election (see BCO 24-1 to 5; also 16 and 17).
- e. An elder or deacon may be divested of his office by deposition for an offense in doctrine or life (see BCO 30-5). He may also be divested without censure by action of the Session, if a majority of the congregation so requests (see BCO 24-7) or if he cannot or does not for a period of one year perform the duties of his office (see BCO 24-9). An elder or deacon also may resign from his office (see BCO 24-7), or he may be relieved of certain responsibilities when he becomes infirm or by reason of age desires to be released from his duties (see BCO 24-10).

8. Pastors

- a. It is the charge of the pastor (teaching elder) to feed and tend the flock as Christ's minister and with the other elders to lead them in all the service of Christ. It is his task to conduct the public worship of God; to pray for and with Christ's flock as the mouth of the people unto God; to feed the flock by the public reading and preaching of the Word of God, according to which he is to teach, convince, reprove, exhort, comfort, and evangelize, expounding and applying the truth of Scripture with ministerial authority, as a diligent workman approved by God; to administer the sacraments; to bless the people from God; to shepherd the flock and minister the Word according to the particular needs of groups, families, and individuals in the congregation, catechizing by teaching plainly the first principles of the oracles of God to the baptized youth and to adults who are yet babes in Christ, visiting in the homes of people, instructing and counseling individuals, and training them to be faithful servants of Christ; to minister to the poor, the sick, the afflicted, and the dying; and to make known the gospel to the lost (see BCO 7-2; 8-4, 5).

- b. If the congregation shall choose to elect an associate pastor (see BCO 22-2), his relationship to the church shall be as determined by the congregation (see BCO 22-4). If the Session calls an assistant pastor, his relationship with the church shall be as determined by the Session (see BCO 22-3).
- c. The pastor and any associate pastor shall be elected by the congregation as is required by the provisions of BCO 20-6.
- d. A pastor may resign from his position with the permission of his Presbytery, upon due consideration of the needs and counsel of the church. If the church desires to be relieved of its pastor, it may, through a duly called congregational meeting, ask him to resign. If the pastor agrees to do so, the Presbytery shall be requested to dissolve the pastoral relationship as of a mutually agreeable date. If the pastor is not willing to resign, the church may petition the Presbytery to dissolve the pastoral relationship and may send representatives to the meeting to support the request. The Presbytery may grant the request, but only after giving the pastor opportunity to present his reasons for not concurring, or it may urge the congregation to reconsider its action. The decision of the Presbytery shall be final and binding, except when that decision is appealed to the General Assembly (see BCO 23-1).⁵

9. Session (Board of Directors)⁶

- a. The Session is the governing body (Board of Directors) of the church and consists of its pastor, associate pastor(s), and ruling elders (see BCO 12-1; 22-2; 25-7). The Session shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of [State], the Constitution, and these Bylaws. The Session shall manage the business affairs of the corporation, oversee all matters concerning the conduct of public worship, and concert the best measures for promoting the spiritual growth and evangelistic witness of the congregation. It shall receive, dismiss, and exercise discipline over the members of the church, supervise the activities of the Board of Deacons and all other organizations of the congregation, and have final authority over the use of the church property (see BCO 12-1, 5; 11-1 to 4).
- b. The pastor shall be the moderator (chairman) of the Session (see BCO 10-3; 12-2 to 4). The Session shall elect its clerk (secretary) annually from among its members (see BCO 10-4). The Session may also choose a vice-moderator from among its members.

⁵This provision provides more specific direction than does BCO 23-1 and does not repeat some of the details of that section. It also clarifies the fact that the Presbytery has the final authority to dissolve the pastoral relationship, unless its decision is appealed to the General Assembly.

⁶This section is drafted in such a way that the Session serves not only as the spiritual director of the church, but also as the board of directors of the nonprofit corporation. (In fact, this entire set of bylaws has been drafted so as to make the church and the nonprofit corporation one-and-the-same organization.) Such a merging of functions helps to prevent some of the confusion and even competition that can occur if there are different supreme governing bodies within the church. It also serves to cloak all of the Session's and the church's activities with the legal protection afforded to nonprofit corporations by state and federal laws.

- c. The Session shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations (see BCO 25-7 to 8). Neither the Session nor its delegates shall have the power to buy, sell, mortgage, pledge or in any manner encumber any church property worth more than \$2500, nor to incur any indebtedness exceeding the sum of \$2500, unless first authorized to do so at a congregational meeting, either through the adoption of the annual budget or by special action of the congregation.⁷ The Session may delegate to the Board of Deacons, the Trustees, or to other communing members such of these responsibilities as it deems appropriate (see BCO 9-2, 5).
- d. The church may appoint Trustees who shall be responsible for executing any documents required for the acquisition and disposition of church property. All Trustees shall be members of the Session, and shall be elected by the congregation at a duly called congregational meeting (see BCO 25-7).
- e. The Session shall meet at least quarterly and shall convene at the call of the moderator, the Presbytery, any two members of the Session, or upon its own adjournment (see BCO 12-6; 10-3). Either oral or written notice, including the date, time, and place of a meeting, shall be given at least two days before a meeting. If mailed, notice shall be deemed to be effective the day after the letter is postmarked. Notice may be waived either orally or in writing. An elder's or pastor's attendance at a meeting waives his right to object to lack of notice or defective notice of the meeting, unless at the beginning of the meeting (or promptly upon arrival), he objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.
- f. When a church has a pastor, a quorum is two ruling elders if there are three or more, or one ruling elder if there are fewer than three, together with the pastor. When a church has no pastor, a quorum is three ruling elders if there are five or more, or two ruling elders if there are less than five ruling elders. In no case may the Session conduct its business with fewer than two present who are entitled to vote (see BCO 12-1).
- g. The act of a majority present at a Session meeting at which a quorum is present (when the vote is taken) shall be the act of the Session. A pastor or elder shall be deemed to have approved of an action taken if he is present at a meeting of the Session unless: (1) he objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he did not approve the action and he delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting.
- h. If at any time there are less than three persons on the Session, the congregation may elect from the Board of Deacons and, if necessary, from among the voting members, individuals who will temporarily serve as directors of the church for the purpose of carrying out any required corporate business. The terms of such temporary directors shall expire when sufficient elders have been elected and ordained to bring the number

⁷If your church does not impose this type of limitation on the Session, which may have the power to authorize expenditures not specifically contemplated in the annual budget, you may either strike this language entirely, or you may consider some type of appropriate modification.

of the Session to three or more. If the Session shall cease to exist or become so small as to prevent it from working effectively, Presbytery shall provide for the election and ordination of elders from within the congregation, or, with the consent of the congregation, may appoint ruling elders or ministers, or both, normally from within the same Presbytery, to be an acting Session or to augment the existing Session temporarily.

- i. The Session may meet by means of a conference telephone call or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting, and provided all persons participating in the meeting can hear each other at the same time. A member participating in a conference telephone meeting is deemed present in person at the meeting. The moderator of the meeting may establish reasonable rules as to conducting business at any meeting by phone.
- j. The moderator shall be the chairman of the Board of Directors and the principal executive officer (president) of the corporation. The moderator shall be subject to the control of the Session, and shall in general supervise and control, in good faith, all of the business and affairs of the church. The moderator shall, when present, preside at all meetings of the members and of the Session, and shall conduct such meetings so as to facilitate free and respectful debate and decision-making. The moderator may sign, with the secretary or any other proper officer of the church that the Session has authorized, corporation deeds, mortgages, bonds, contracts, or other Session authorized instruments (see BCO 12-2; 10-3; 24-2).⁸
- k. The Session may appoint a vice-moderator (vice-chairman), who may perform, in good faith, the moderator's duties if the moderator is absent or is unable or refuses to act, and if any emergency should arise requiring immediate action (see BCO 12-2).⁹ In addition, associate or assistant pastors may substitute for the pastor as moderator of the Session at the discretion of the pastor and Session (see BCO 12-4). A vice-moderator or substitute moderator shall have all of the powers of and be subject to all the restrictions upon the moderator. When the church is without a pastor, the moderator of the Session may be either a minister appointed for that purpose by the Presbytery, with consent of the Session, or one invited by the Session to preside on a particular occasion, or one of its own members elected to preside. In judicial cases, the moderator shall be a minister of the Presbytery to which the church belongs (see BCO 12-3).
- l. The clerk of the Session shall be the secretary of the church and shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the Session; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be custodian of the church records and corporate records; (4) subscribe the minutes of all meetings of the Session; (5) when requested or required, authenticate any records of the church; (6) keep a current register of the post office address of each member; and (7) in general perform all duties incident to the office of secretary and any

⁸If Trustees are the ones who sign some of these documents, some of this language should be moved to Bylaw 9.d.

⁹This provision gives a broader interpretation of the "in his absence" language found in BCO 12-2 and allows the vice-moderator to serve when the moderator "is absent or is unable or refuses to act."

other duties that the moderator or the Session may assign to the secretary (see BCO 10-4).¹⁰

- m. The church treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the church; (2) receive and give receipts for moneys due and payable to the church from any source, and deposit all moneys in the church's name in banks, trust companies, or other depositories that the Session shall select; (3) submit the books and records to a Certified Public Accountant or other accountant as directed by the Session; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the moderator or Session may assign to the treasurer. If required by the Session, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Session shall determine. The treasurer shall be elected by the Board of Deacons.¹¹
- n. The Board of Directors may establish such committees as it deems necessary for the work of the church.

10. Board of Deacons

The Board of Deacons shall oversee the ministry of the deacons. The Board of Deacons shall elect a chairman and a secretary from their number and a treasurer to whom shall be entrusted the funds for the current expenses of the church. It shall meet separately at least once a quarter, and whenever requested by the Session. The Board of Deacons shall determine the number necessary for a quorum (see BCO 9-4).

11. Congregational Meetings

- a. An annual meeting of the church shall be held each year at a date, time, and place to be determined by the Session (see BCO 25-2).¹² At the annual meeting, the voting members shall elect ruling elders and deacons, adopt an annual budget, and transact any other business that may come before the meeting.
- b. Special meetings of the church shall be called at a date and location to be determined by the Session whenever the Session deems it to be in the best interests of the church or when requested in writing to do so by more than the number of members required in BCO 25-2.
- c. The date, time, and location of all congregational meetings must be announced orally or in the church bulletin at least one week prior to the time set for the meeting, or by letter

¹⁰BCO 25-5 indicates that the clerk of the Session and the clerk of the congregation are not necessarily the same person. Therefore, this paragraph eliminates the clerk's responsibility to keep minutes of the proceedings of *the members*.

¹¹BCO 9-4 seems to require that the Board of Deacons elect the church treasurer.

¹²In the alternative, the Bylaws may state a specific date, time, and location of the annual meeting, which would make advance notice unnecessary.

mailed at least eight days prior to the meeting (see BCO 25-2).¹³ If the voting members adjourn any congregational meeting to a different date, time, or place, notice of a new date, time, and place need not be given if the new date, time, and place is announced before adjournment. A member entitled to a notice may waive notice of the meeting (or any notice required by the laws of the State of [State] or these bylaws), by a writing signed by the member. The member must send the notice of waiver to the church (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the church records.

- d. The purpose of a meeting shall be announced in advance if it involves: a proposed amendment to the bylaws or articles of incorporation; the election or removal of officers; the calling or removal of the pastor; the acquisition or disposition of property worth more than \$2500;¹⁴ the dissolution of the church; or a question regarding the church's denominational affiliation. When a meeting is called for the transaction of specific matters of business, no business shall be conducted except that which is stated in the notice (see BCO 25-2).¹⁵
- e. A member's attendance at a meeting: waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and, waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.
- f. One-fourth (1/4) of the voting members shall constitute a quorum at congregational meetings (see BCO 25-3).¹⁶ Unless provided otherwise in these Bylaws, a majority vote of those in attendance, a quorum being present, is sufficient to decide any matter.
- g. The pastor shall be the moderator of congregational meetings by virtue of his office. If it should be impracticable or inexpedient for him to preside, or if there is no pastor, the Session shall appoint one of their number to call the meeting to order and to preside until the congregation shall elect their presiding officer, who may be a minister of the Presbyterian Church in America, or any male member of that particular church (see BCO 25-4).

¹³This provision goes beyond BCO 25-2 and provides more specific guidance on how notice should be given.

¹⁴ This amount may need to be changed to coordinate with the amount referenced in paragraph 9.c.

¹⁵This provision goes beyond BCO 25-2. You may want to modify some of this language to suit your normal practices.

¹⁶BCO 25-3 bases a quorum on the size of a church. This model bylaw uses the requirements for a church of 100 or more members. Also, the BCO bases a quorum on the number of "resident communing members" instead of "voting members." If you use the voting member criteria, it is recommended that your bylaws satisfy the minimum requirements of the BCO. If you think that this deviation will create a problem, you may use the BCO's language for establishing a quorum, but still allow only voting members to vote at a congregational meeting.

- h. A clerk shall be elected by the congregation to serve at that meeting or for a definite period, whose duty shall be to keep correct minutes of the proceedings and of all business transacted and to preserve these minutes in a permanent form, after they have been attested by the moderator and the clerk of the meeting. He shall send a copy of these minutes to the Session of the church (see BCO 25-5).

12. Church Records

- a. The Session shall keep the following records: (1) minutes of its meetings, including a record of the administration of the sacraments and changes in the membership of the congregation; (2) minutes of the meetings of the congregation; (3) rolls of the members in the congregation (communing, non-communing, and voting), with the dates of their reception (see BCO 12-8); (4) resolutions adopted by the Session; (5) appropriate accounting records; (6) its articles or restated articles of incorporation and all amendments to them currently in effect; and (7) its bylaws or restated bylaws and all amendments to them currently in effect (see BCO 12-7).
- b. A member shall be entitled to inspect and copy, at a reasonable time and location specified by the Session, any of the church records described above, provided the Session finds that the member has a proper purpose and is acting in good faith. The Session may limit access to any records that contain confidential information about a particular person or persons.¹⁷

13. Relational Commitments

- a. Relationships in the church will be guided and governed by the biblical principles set forth in a document titled “Relational Commitments,” which is incorporated into these Bylaws by reference as if set forth herein in its entirety. This document establishes our commitments related to peacemaking and reconciliation, preserving marriages, protecting children, biblical counseling, confidentiality, accountability, and church discipline (see also the provisions of BCO Part II, THE RULES OF DISCIPLINE, for detailed guidance and specific requirements for the practice of church discipline in our church and the Presbytery of which it is a part).
- b. The “Relational Commitments” of our church are further supplemented by the guidance of BCO Appendix I, *Biblical Conflict Resolution*. This appendix, while non-binding, provides guidance for the practice of Christian Conciliation as a means of resolving any conflicts that may develop within our church and will be the preferred course of response over judicial actions to the extent that circumstances may permit.

14. Ownership and Distribution of Property

- a. The church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws (see BCO 25-9 to 11). Should the church decide to withdraw from the Presbyterian Church in America as

¹⁷The limitations on access provided in this section go beyond what is provided in some state laws. The limitations provided in this model bylaw are reasonable because of the confidential nature of the church's counseling and disciplinary actions, but you should at least be aware of this difference.

provided in BCO 25-11, the church shall retain ownership of its property. Such withdrawal shall not be considered to be a “dissolution.”

- b. "Dissolution" means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made for them; (2) assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the responding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Session, provided that no assets are distributed to any organization governed by a member of the Session.¹⁸
- c. If a church is dissolved by the Presbytery at the request of the congregation and no disposition has been made of its property by those who hold the title to the property within six months after such dissolution, then those who held the title to the property at the time of such dissolution shall deliver, convey and transfer to the Presbytery, all property of the church; and the receipt and acquittance of the Presbytery, or its proper representatives, shall be a full and complete discharge of all liabilities of such persons holding the property of the church. The Presbytery receiving such property shall apply the property or the proceeds thereof at its discretion, and the requirements of Bylaw 14 b. are satisfied (see BCO 25-12).¹⁹
- d. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are part of the Presbyterian Church in America.

15. Indemnification of Officers

- a. The Session may choose to indemnify and advance church-related expenses of any elder, deacon, employee, or agent of the church.
- b. The church shall indemnify any elder or deacon or former elder or deacon of the church against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such elder or deacon, except in relation to matters as to which he

¹⁸This distribution scheme is what is generally required for 501(c)(3) organizations.

¹⁹The last clause of this paragraph goes beyond the language of BCO 25-12, but I believe it is appropriate and necessary so that the conditions of the previous section are satisfied.

shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty.²⁰

16. Rules of Order

All meetings of the church, the Session, and its various boards and committees shall be conducted pursuant to the latest edition of *Roberts Rules of Order*.

17. Amendment of Bylaws

These Bylaws may be amended or repealed only by the affirmative vote of two-thirds (2/3) of the voting members present at a duly-called meeting of the church called for such purposes.

²⁰Some churches have much more detailed indemnification bylaws. If you think such detail is necessary, you may want to modify this bylaw.