

**BYLAWS OF THE CONGREGATION AND CORPORATION
FIRST PRESBYTERIAN CHURCH OF MESA, INC.
PRESBYTERIAN CHURCH (U.S.A.)**

PREAMBLE

The Congregation and corporate members of the First Presbyterian Church of Mesa, Inc., Presbyterian Church (U.S.A.) hereby adopts the following amended Bylaws for the government of the Church at a Congregational meeting held on **February 25, 2024.**

**ARTICLE I
CONSTITUTION**

The Bylaws of this Church shall always be subordinate to the Constitution of the Presbyterian Church (U.S.A.) and to the Constitution and Laws of the State of Arizona.

**ARTICLE II
MEMBERSHIP**

The membership of the Congregation and Corporation shall consist of the active members of the Church as defined in the Constitution of the Presbyterian Church (U.S.A.) Part II, Book of Order latest edition, Paragraphs G-1.04 Categories of Membership and G-4.01 Incorporation and Trustees, or as may be amended.

Only Active Members of the Congregation are eligible to vote in matters brought to the Congregation or the Corporation. Voting by Proxy is not allowed.

**ARTICLE III
OFFICERS – ELECTION, TERM AND DUTIES**

A. THE CONGREGATION. The governing body of the Congregation shall be the Session, which shall be composed of the elected Ruling Elders, Pastor(s) and the Moderator, who normally shall be the Pastor/Head of Staff of the Church and shall normally chair all convenings of the Session and the Congregation.

1. Election - Ruling Elders shall be elected at the Annual Congregational Meeting held in the first quarter of the calendar year or at a special

meeting of the Congregation called for the purpose of electing new officers from the members of the Congregation nominated by the Nominating Committee or nominated from the floor.

2. Vacancies - Session vacancies that occur shall be filled by a vote of the Congregation at a special meeting called for such purpose from a list of nominees submitted by the Nominating Committee or nominees from the floor.
3. Term of Office – There shall be a minimum of 9 and a maximum of 12 Ruling Elders divided into three Classes.
 - a. The full term of a Ruling Elder shall be 3 years, currently June 1 through May 31.
 - b. A Ruling Elder may be eligible for reelection; however, no Ruling Elder shall be eligible to serve more than six consecutive years, and a Ruling Elder who has served six consecutive years shall be ineligible for election to the same Committee / Commission for at least one year.
4. Duties – The Ruling Elders shall be responsible for the mission, government and spiritual matters of the Church.
5. The Clerk of Session shall be a Ruling Elder elected by the Session for such time as it may determine. The Clerk of Session shall serve as the Secretary and shall be responsible for the recording of the minutes of the meetings of the Session and the preservation of the minutes of all official records of the Church.

B. OTHER ADMINISTRATIVE COMMITTEES/ COMMISSIONS OF SESSION

1. The Session may delegate to Committees/ Commissions revocable administrative and management powers with respect to the care, management, and administration of the programs of the Church. With the exception of the Preschool Board, voting members of such Committees/ Commissions shall be composed of Active Members of the Church and do not need to be members of the Session.
2. An Auditing Committee shall be appointed by the Finance Committee to audit annually all financial records of the Church. The Auditing Committee shall be responsible to the Finance Committee with the advice and consent of the Ruling Elders-Trustees.

C. THE CORPORATION. The governing body of the Corporation shall be the Board of Trustees which shall consist of the Corporate President, Treasurer, and Secretary, who are Ruling Elders, plus a minimum of 4 and a maximum of 7 Trustees at-large who are church members, as voting members. The senior pastor and Director of Operations may attend as nonvoting members with voice.

1. The President of the Corporation shall have the following duties
 - a. Serve as the Property Elder and chair the Property Committee.
 - b. Chair all convenings of the Corporation
 - c. Serve as chair of the Board of Trustees
 - d. Sign all corporate documents as required
2. The Secretary of the Corporation shall have the following duties
 - a. Serve as Clerk of the Session
 - b. Be responsible for the recording and preservation of the meeting minutes of the Session, Board of Trustees, Congregation, Corporation, and Deacons
 - c. Ensure proper storage of all official records of the Church
3. The Treasurer of the Corporation shall have the following duties
 - a. Serve as the Finance Elder and chair the Finance Committee
 - b. Supervise all Financial and Stewardship activities
 - c. Ensure payment of all bills as authorized by the Finance Committee

D. BOARD OF TRUSTEES – AT-LARGE MEMBERS, ELECTION, VACANCIES, TERM AND DUTIES

1. Election – Trustees shall be elected at the Annual Congregational Meeting held in the first quarter of the calendar year or at a special meeting of the Congregation called for the purpose of electing new officers from the members of the Congregation nominated by the Corporate Officers, Nominating Committee, or nominated from the floor.

2. Vacancies – Board of Trustees vacancies that occur shall be filled by a vote of the Congregation at a special meeting called for such purpose from a list of nominees submitted by the Corporate Officers, Nominating Committee, or nominees from the floor.
3. Term of Office –The full term of a Trustee shall be 3 years, currently June 1 through May 31. A Trustee may be eligible for reelection; however, no Trustee shall be eligible to serve more than 6 consecutive years, and a Trustee who has served 6 consecutive years shall be ineligible for election to the same Committee/ Commissions for at least one year.
4. Duties – With the exception of the President, Treasurer, and Secretary, voting members shall be members of the Congregation-at-large who have significant financial, business, and management experience. Trustees are responsible for the administration of corporate matters, including property, business, and financial resources of the Church.

E. OTHER ADMINISTRATIVE COMMITTEES/ COMMISSIONS OF BOARD OF TRUSTEES

1. An Auditing Committee shall be appointed by the Finance Committee to audit annually all financial records of the Church. The Auditing Committee shall be responsible to the Finance Committee with the advice and consent of the Trustees.

F. ORGANIZATION, ELECTION, VACANCIES, TERM AND DUTIES OF DEACONS

1. Organization – The organization of the Deacons will be governed by the Book of Order latest edition Paragraph G-2.0202, or as may be amended, which allows for deacons to be “individually commissioned or organized as a board of deacons. In either case their ministry is under the supervision and authority of the session.”
2. Election - Deacons shall be elected at the Annual Congregational Meeting held in the first quarter of the calendar year or at a special meeting of the Congregation called for the purpose of electing new officers from the members of the Congregation nominated by the Nominating Committee or nominated from the floor.
3. Vacancies - Deacon vacancies that occur shall be filled by a vote of the Congregation at a special meeting called for such purpose from a list of

nominees submitted by the Nominating Committee or nominees from the floor.

4. Term of Office – The number of Deacons shall be determined by the Session with a minimum of twelve members divided into three Classes. The full term of a Deacon shall be three years, currently June 1 through May 31. No Deacon shall be eligible to serve more than six consecutive years, and a deacon who has served six consecutive years shall be ineligible for election to the same board for at least one year as provided in the Book of Order latest edition Paragraph G-2.0404, or as may be amended.
5. Duties - The Deacons shall, first of all, care for members in need. Deacons shall assume other duties delegated to them by Session, including assisting with the Lord's Supper.
6. The Nominating Committee shall nominate a Deacon Moderator. The Deacon Moderator shall attend all Stated Session meetings and shall provide a copy of the monthly Deacon meeting minutes to Session.
7. The Deacons shall appoint a Secretary and Treasurer from currently serving Deacons.

ARTICLE IV **NOMINATING COMMITTEE**

A. SESSION RULING ELDERS – NOMINATION, ELECTION, VACANCIES, TERM AND DUTIES

1. The Nominating Committee shall act within the framework of the Constitution of the Presbyterian Church (U.S.A.), Book of Order, Part II, latest edition, Paragraph G-2.0401, or as may be amended.
 - a. Members – The Nominating Committee shall consist of no less than 3 and no more than 5 members. The Nominating Elder shall be Chairperson of the Nominating Committee. The majority of the Committee, who are eligible to vote, shall consist of persons not currently serving on Session. The Pastor shall serve as ex-officio with voice but without vote.

- b. Term of Office – The members shall serve staggered three year terms that run June 1 through May 31. The members shall be elected by the Congregation at the Annual Congregational Meeting or at a special meeting called for such purpose from a list of nominees submitted by the Nominating Committee or nominated from the floor. No Nominating Committee member shall be eligible to serve more than six consecutive years, and a member who has served six consecutive years shall be ineligible for election to the Nominating Committee for at least one year.
- c. Vacancies - Vacancies on the Nominating Committee that occur shall be filled by a vote of the Congregation at a special meeting called for such purpose from a list of nominees submitted by the Nominating Committee or nominees from the floor.

ARTICLE V
CONGREGATIONAL AND CORPORATION MEETINGS

- A. The Annual Congregation/Corporation meeting shall be held in the second quarter of each calendar year at the church for the transaction of any business properly coming before such meeting.
- B. Special Congregation/Corporation meetings may be called for purposes appropriate to the annual meeting or to conduct such other business as may be proper for congregational consideration. Meetings may be called as provided in the Constitution of the Presbyterian Church (U.S.A.) Part II, Book of Order latest edition Paragraphs G-1.0501 and 1.0502, or as may be amended, and the business to be transacted shall be limited to those items specifically listed in the call for the meeting.
- C. Notice of the time, place, and purpose of all meetings of the congregation shall be publicly announced from the pulpit on at least two Sundays preceding the day of the meeting.
- D. A quorum shall consist of not less than one-tenth (1/10) of the members.
- E. The Moderator of the Session (Pastor) shall preside over all meetings, except that the Clerk of Session shall preside over such corporate or budgetary discussions as may require the Moderator to absent him/herself.

- F. If the pulpit is vacant, or if the Pastor is ill or otherwise unable to be present, or if the Pastor and the Ruling Elders agree that subjects to be discussed require a Teaching Elder of the Presbytery of Grand Canyon to preside, Session shall issue the invitation to the Presbytery. Approval for this invitation shall be sought and received from the Committee on Ministry of the Presbytery.
- G. The Moderator shall yield to the President of the Corporation to preside over matters which legally are of corporate concern, such as the election of the Board of Trustees and management of church property, as provided in the Constitution of the Presbyterian Church (U.S.A.) Part II, Book of Order latest edition Paragraph G-4.0101, or as may be amended.
- H. The most current edition of Robert's Rules of Order will be the parliamentary authority used in Congregational, Session, Board of Trustee and Committee/ Commission meetings.

ARTICLE VI
E-MAIL VOTING

At the determination by the Clerk of the Session and the Moderator (Pastor) that an item is appropriate for e-mail voting, the Clerk will send an e-mail vote request to all Session members. Session members will respond with their vote "To All" who were copied on the message. If approved, the vote will be ratified at the next stated Session meeting. Any member of Session may call for a discussion of the issue at the next Session meeting if she/he deems it to be more appropriate than an e-mail vote. Further discussion and voting on the e-mail request, would then cease.

ARTICLE VII
BUDGETARY PROCEDURES

- A. The Session shall appoint the Finance Committee to prepare a proposed budget annually to be submitted to the Session.
- B. This budget shall be reviewed or amended and approved by the Session and presented at a Congregational Meeting for review and discussion.
- C. The fiscal year of the Church shall be the calendar year.

- D. The indebtedness or liability, direct or contingent, to which the Corporation shall at any time subject itself, shall be as set forth in the Articles of Incorporation.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS

The Corporation may indemnify any or all of its officers, and members of its Board of Trustees (Directors), and former officers or Trustees (Directors), against expenses incurred by them, including legal fees, judgments and penalties levied against them for conduct alleged to have occurred while acting within the scope of their employment or official relationship with the Corporation, provided that the Board of Trustees (Directors) shall determine in good faith that the particular individual, or individuals, did not act, or fail to act, willfully, or with gross negligence, or criminal intent, in respect to the act or omission complained of.

ARTICLE IX
AMENDMENTS

- A. Amendments to these Bylaws may be proposed by the Session and shall be proposed by the Session upon petition of a minimum of 25 members of the Congregation.
- B. Amendments to these Bylaws may be made in any Congregational meeting, providing the proposal to do so has been publicly announced from the pulpit on at least two Sundays next preceding the day of the meeting.
- C. These Bylaws may be amended by a two-thirds (2/3) vote of those members present at a Congregational meeting called for that purpose.