

Congregation and Corporate Bylaws
The First Presbyterian Church of Fairmount

Summary

The following Bylaws of the Congregation and Corporation of The First Presbyterian Church of Fairmount were adopted by the congregation of the church on June 27, 2004. The key assumptions used in revising the bylaws are:

- The Legal Resource Manual of the Presbyterian Church (U.S.A.) was the basis for the Corporate Bylaws. This manual supports the connectional church and the Constitution of the Presbyterian Church.
- The Corporate Bylaws are in agreement with the Statutes of the State of New Jersey.
- The Bylaws retain the unicameral structure for Fairmount Presbyterian Church; elected elders are elected trustees of the Corporation.
- The Bylaws are in agreement with the Presbyterian Church Book of Order, 2003 – 2004.

Congregation and Corporate Bylaws
Of The
First Presbyterian Church of Fairmount

Corporation

Article I

Objectives, Purposes, Formation, Limitations, Powers and Duties, Property

Section 1. ***Purpose.*** The purposes for which the Corporation is formed are more fully set forth in the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order* G-1.0200).

G-1.0200 2. The Great Ends of the Church

The Great Ends of the Church

The great ends of the church are
the proclamation of the gospel for the salvation of humankind;
the shelter, nurture, and spiritual fellowship of the children of God;
the maintenance of divine worship;
the preservation of the truth;
the promotion of social righteousness; and
the exhibition of the Kingdom of Heaven to the world. ²

Section 2. ***Formation.*** The Corporation is formed by the First Presbyterian Church of Fairmount, Inc. pursuant to the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-7.0401). The First Presbyterian Church of Fairmount, Inc. is a member church of the Presbytery of Newton in the Synod of the Northeast.

"Whenever permitted by civil law, each particular church shall cause a corporation to be formed and maintained. Only members on the active roll of the particular church shall be members of the corporation and eligible for election as trustees. The elders in active service in a church who are eligible under the civil law shall, by reason of their office, be the trustees of such corporation, unless the corporation shall determine another method for electing its trustees. Any such alternate method shall provide for a nominating committee elected by the

corporation, and for terms for trustees the same as are provided for elders. Any particular church which is not incorporated may select trustees from the members on the active roll of the church. The power and duties of such trustees shall not infringe upon the powers and duties of the session or of the board of deacons. (G-10.0102, G-6.0402)" (**G-7.0401**)

Section 3. **Authority.** In carrying out such purposes, the trustees of the Corporation shall be under the authority of the session and the congregation and shall, at all times and in all respects, conform to and support the Constitution of the Presbyterian Church (U.S.A.) as it is now or shall be, from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). (*Book of Order* G-7.0402).

Section 4. **Limitation of Powers and Duties.** The powers and duties of the Corporation and its trustees shall not infringe upon the powers and duties of the session of the church. The entire session shall act as trustees of the Corporation. The church shall operate under a unicameral structure of government where the session and the trustees are two bodies, but the same persons serve on each. (*Book of Order* G-7.0401, G-7.0402, G-10.0102).

Section 5. **Powers and Duties.** The Corporation shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-7.0402):

- To receive, hold, encumber, manage, and transfer property, real or personal, for the church;
- To accept and execute deeds of title to such property;
- To hold and defend title to such property;
- To manage any permanent special funds for the furtherance of the purposes of the church.

In addition, to the extent not included in the above and not inconsistent with the Constitution of the Presbyterian Church (U.S.A.), the Corporation shall have all of the general powers of a nonprofit religious corporation organized under N.J.S.A. 16 et. Seq. Nothing contained in these Bylaws shall conflict with the laws of the State of New Jersey. If any part of these Bylaws shall be held to be in conflict with the laws of the State of New Jersey, the remaining portions shall remain in full force and effect.

Section 6. **All Property Held in Trust.** All property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.) (*Book of Order* G-8.0201).

Section 7. **Particular Property Requirements.** When buying, selling, and mortgaging real property, the board of trustees shall act only after the approval of the congregation granted in a duly constituted meeting. (*Book of Order* G-7.0402). The board of trustees shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition with the written permission of the Presbytery transmitted through the session. (*Book of Order* G-8.0501). The Corporation shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the Presbytery transmitted through the session. (*Book of Order* G-8.0502).

Section 8. **Property Conveyances.** Pursuant to the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order* G-8.0201), real property held or acquired by the Corporation, the church, the board of trustees, a trustee, or an unincorporated association will include the following language in the deed:

‘The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to the Presbytery of Newton, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.).’

Article II

Members

Section 1. **Eligibility for Membership.** Only members on the active roll of the church shall be members of the Corporation and eligible for election as trustees. (*Book of Order* G-7.0401). Ministers are not members of the congregation and, so, are not members of the Corporation. (*Book of Order* G-7.0308).

Section 2. **Active Members.** The roll of active members established and maintained by the session as prescribed by the *Book of Order* (G-10.0302) shall determine those individuals who are active members from time to time.

Article III

Trustees

Qualification; Election; Removal. The directors of the Corporation are designated Trustees. The membership of the session in active service shall be the board of trustees of the Corporation. Election by the congregation and installation as an active elder of the church shall constitute a person a trustee of the Corporation. They must also be eligible under civil law. (*Book of Order* G-7.0401).

Article IV

Officers

Section 1. **Officers.** The board of trustees, as soon as is practical after the election of trustees in each year, shall elect from their number a president of the Corporation. The clerk of session elected by the session shall serve as Secretary of the Corporation. The treasurer elected by the session shall serve as treasurer of the Corporation (*Book of Order* G-10.0400). The financial secretary elected by the session shall serve as the financial secretary of the Corporation (*Book of Order* G-10.0400). The same person may hold any two offices except those of president and secretary, and treasurer and financial secretary. The board may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation.

Section 2. **Term.** The term of office for all officers shall be one (1) year or until their respective successors are chosen. Any officer elected by the board of trustees may be removed from the office at any meeting of the board of trustees by the affirmative vote of two-thirds of the trustees then in office, whenever in their judgment the interest of the Corporation will be served thereby.

The board of trustees shall have full power to fill any vacancies in any offices it is authorized to elect occurring for any reason whatsoever.

Section 3. ***Powers and Duties.*** The officers of the Corporation shall respectively have such powers and perform such duties in the management of property and affairs of the Corporation, subject to the control of the Trustees, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the board of trustees. No action taken by the officers shall infringe upon the authority of the session of the church or of the board of deacons and all actions shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.). Subject to this Section, these bylaws and the articles of incorporation of the Corporation, the officers shall have the following powers and duties in regards to the Corporation:

A. The president shall: (1) preside at meetings of the Corporation; (2) make such appointments as directed, authorized, or required, including appointing trustees to serve on committees who shall be responsible for reporting to the board of trustees (See Article XII, Section 7a) of the activities of their respective committees; (3) execute any and all documents of whatsoever kind and nature necessary to carry out the purpose and functions of the Corporation; (4) be responsible for carrying out the directives and requirements of applicable law, these bylaws, and the articles of incorporation; (5) in general, perform all duties incident to the office of president; and (6) perform such other duties as may from time to time be assigned by the board of trustees.

B. The secretary (clerk of session, elected by the session) shall: (1) perform for the Corporation those duties set out in the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order G-9.0203*); (2) record all votes by the board of trustees; (3) be the custodian of the corporate seal, if any, and affix it to all documents to be executed on behalf of the Corporation under its seal; (4) in general, perform all duties incident to the office of secretary; and (5) perform such other duties as may from time to time be assigned by the board of trustees.

C. The treasurer (elected by the session) shall: (1) perform for the Corporation those duties set out in the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order G- 10.0400*); (2) be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another; (3) be responsible for the disbursement of all money by check or by cash from such banks or depositories as designated by the board of trustees; (4) be responsible for cash transfers between church accounts at such banks, depositories or investment funds as designated by the board of trustees; (5) be responsible for the filing of any and all tax and other financial reports as required by applicable law; (6) prepare such financial reports of assets, income and expenses in such form as designated by the board of trustees; (7) in general, perform all duties incident to the office of treasurer; and (8) perform such other duties as may from time to time be assigned by the board of trustees.

D. The financial secretary (elected by the session) shall: (1) be responsible for the counting and recording of all offerings by at least two duly appointed persons or a fidelity bonded person as set out in the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order G-10.0400*); (2) deposit all monies, drafts, and checks in the name of the or to the credit of the church or Corporation at such banks or depositories as the board of trustees shall designate;

(3) prepare such financial reports of contributions and cash receipts in such form as designated by the board of trustees; (4) in general, perform all duties incident to the office of financial secretary; and (5) perform such other duties as may from time to time be assigned by the board of trustees.

Section 4. *Checks, Notes, Drafts, and So On.* The board of trustees may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation.

Article V

Meetings of the Board of Trustees

Section 1. *Annual Meeting.* The annual meeting of the board of trustees shall be held in conjunction with the first meeting of the session of the church held after the annual meeting of the congregation of the church.

Section 2. *Meetings of Session.* Any stated or called meeting of session shall be a meeting of the board of trustees, and any business may be conducted that is appropriate to the board of trustees.

Section 3. *Notices.* Notice of all meetings of members of the board of trustees shall conform in all respects to the notice requirement of meetings of the session.

Section 4. *Power and Authority.* The board of trustees shall have power and authority to carry out the affairs of the Corporation and in so doing may elect or appoint all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; may dismiss any appointive officer or agent of the Corporation without previous notice. The board of trustees may, in the absence of an officer, delegate that officer's powers and duties to any other officer or a trustee for the time being.

Section 5. *Executive Committee.* The Management Committee of Session shall constitute the executive committee. The executive committee shall have and exercise the authority of the board of trustees in the management of the business of the Corporation between the meetings of the board. The board of trustees may appoint such other committees, including therein persons who are not members of the board of trustees, as in the judgment of the trustees will be helpful in carrying on the work of the Corporation.

Article VI

Meeting of Members

Section 1. *Annual Meeting.* There shall be an annual meeting of the members of the Corporation.

Section 2. ***Place and Time***. Such meeting shall be held at the same place and time as the annual meeting of the congregation or immediately thereafter. Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same meeting. (*Book of Order G-7.0304*). Any stated or called meeting of the congregation shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.

Section 3. ***Notices***. Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirement of meetings of the congregation. (*Book of Order G-7.0300*).

Section 4. ***Procedural Requirements***. The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation and the provisions of the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order G-7.0300*). In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

Section 5. ***Quorum***. A quorum shall consist of the active members of the church, and if the number of active members is one hundred or less, one-fourth of the members; or if the number is more than one hundred, twenty-five (25) members, or one-tenth of the members, which ever is greater.

Section 6. ***Proxy Voting***. Voting by proxy is not allowed. (*Book of Order G-7.0404*).

Article VII

Fiscal Year; Seal; Office

Section 1. ***Fiscal Year***. The fiscal year of the Corporation shall be January 1–December 31.

Section 2. ***Seal***. The board of trustees shall provide a suitable corporate seal for use by the Corporation if deemed appropriate.

Section 3. ***Office***. The principal office and mailing address of the Corporation is 247 Old Turnpike Road, Califon NJ.

Article VIII

Amendments

The bylaws of the Congregation and the Corporation may be amended or added to, or new bylaws may be adopted, by the affirmative vote of two-thirds of the active members of the Corporation present, at any annual meeting or at any special meeting, provided that a full reading of the proposed changes (or printed distribution of same) shall have been made in connection with the call of the meeting; provided, that the bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order G-7.0401, G-7.0402, G-8.0201*).

Article IX

Indemnification of Trustees and Officers

Each trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the trustee or officer may be made a party by reason of being or having been a trustee or officer of the Corporation (whether or not he or she continues to be a trustee or officer at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable for gross negligence or wanton, malicious or criminal conduct. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.

Article X

Dissolution

If the church is formally dissolved by the Presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Presbytery of Newton of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.), said Presbytery being an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as the presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the presbytery may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-8.0300, G-8.0400, G-11.0103).

Congregation

Article XI

Meetings of the Congregation

Section 1: ***Annual Meeting.*** There shall be an annual meeting of the congregation and corporation during the second week in February for the transaction of any business properly coming before the meeting.

Section 2: ***Special Meetings.*** Special meetings may be called by the Session, the Presbytery, or by the Session when requested in writing by one fourth of the members on the active roll of the church. Such calls shall state clearly the purpose of such special meetings, and no other matters save that specified in the call may be considered. (*Book of Order G-7.0303a3*).

Section 3: ***Notice.*** Public notice of the time, place and purpose of all meetings of the congregation and corporation as prepared by the Session or Presbytery shall be publicly announced from the pulpit on two successive Sundays. The meeting may be convened following the notice given on the second Sunday. (*Book of Order G-7.0303b*).

Section 4: ***Moderator.*** The Pastor shall preside. The pastor shall be the moderator of all meetings of the congregation. In congregations where there are co-pastors, they shall, when present, alternately preside at meetings. When the church is without a pastor, the moderator of the session appointed by the Presbytery shall preside at all congregational meetings. Since the pastor is a member of Presbytery, he or she may not vote in the meeting of the congregation. When there is a tie vote, a pastor presiding shall put the question a second time. If there is a tie vote again, the motion is lost. (*Book of Order G-7.0308*).

Section 5: ***Corporation Meeting.*** The President of the Corporation, as chairperson of the Management Committee, shall preside over the portion of the meeting devoted to corporate affairs, unless by majority vote the corporation shall elect another of its membership in his/her place.

Section 6: *Clerk of Session.*

A. The clerk of the session shall be secretary of meetings of the congregation and corporation. The session shall read, correct, and approve the minutes of the congregational meeting at its next scheduled meeting and shall enter them into the permanent record. At the next meetings of the congregation and corporation, the clerk shall have the minutes available and shall report the session's action. The congregation may ask to have them read and may make additions or corrections by vote. If the clerk is unable to serve, the congregation shall elect a secretary. The minutes of each meeting of the congregation and of the corporation shall be attested by the moderator and the secretary and shall be entered in the minute book of the session. (*Book of Order G-7.0307*).

B. The clerk shall record the transactions of the governing body, keep its rolls of membership and attendance, preserve its records carefully, and furnish extracts from them when required by

another governing body of the church. Such extracts, verified by the clerk, shall be evidence in any governing body of the church. (Book of Order G-9.0203a).

Section 7: **Congregation Members.** The congregation is made up of all members on the active roll of the church. All such members who are present at a congregational meeting are entitled to vote. Only active members, age 21 or older, shall be entitled to vote at meetings of the corporation.

Section 8: **Voting by Proxy.** Voting by proxy is not allowed.

Section 9: **Conduct of Meeting.** Meetings shall be conducted in accordance with the Constitution of the Presbyterian Church (U.S.A.) so far as they apply, and when they do not apply, according to the most recent edition of Robert's Rules of Order. (Book of Order G-9.0302).

Section 10: **Opening/Closing.** All meetings shall be opened and closed with prayer. (Book of Order G-9.0301).

Section 11: **Quorum.** A quorum shall consist of the active members of the church, and if the number of active members is one hundred or less, one-fourth of the members; of if the number is more than one hundred, twenty-five (25) members, or one-tenth of the members, which ever is greater. (Book of Order G-5.0202).

Section 12: **Nominating Committee.** There shall be a representative Nominating Committee of active members of the church, which shall itself include both women and men, giving fair representation to persons of all age groups and of all racial ethnic members, and persons with disabilities who are members of the congregation.

- a. At least two members of this committee shall be elders designated by the session, one of whom shall be currently on the session and serve as moderator of the committee. At least one member of this committee shall be designated by and from the board of deacons. Other members of the committee, in sufficient number to constitute a majority thereof (exclusive of the pastor), shall be chosen by the congregation or by such organizations within the church as the congregation may designate, none of whom may be in active service on the session or in active service on the board of deacons. The pastor shall be a member of this committee serving ex officio and without vote.
- b. The nominating committee shall be chosen annually and no member of the committee shall serve more than three years consecutively.
- c. The committee shall bring to the special meeting of the Congregation, in the third week in October, nominations of one eligible person only for each office to be filled by the Congregation. Additional nominations may be made from the floor by any eligible voter, only with the prior consent of the nominee.
- d. The Nominating Committee may not make decisions concerning candidates for offices unless full representation of the elected members of the congregation are present.

Section 13: **Personnel Committee.**

- a. There shall be a representative Personnel Committee consisting of one member of the Session acting as chairperson, and two (2) other members, at least one of whom is an inactive elder, chosen by the congregation for a one-year term at its annual meeting, and the pastor who shall serve as a member and have voice and vote in the evaluations of compensated staff members, but have no voice or vote in his own evaluation. No member of the Personnel Committee from the congregation shall serve more than three years consecutively.
- b. The Personnel Committee may not make decisions concerning staff members unless the full representation of the elected members of the congregation are present.

Section 14: *Audit Committee.*

- a. There shall be a representative Audit Committee consisting of three members of the congregation. The members shall be chosen by the congregation for one year terms at its annual meeting. The members of the Audit Committee will elect a chairperson who will coordinate the annual audit of the financial statements of the church. (*Book of Order G-10.0401*).
- b. The Audit Committee may not make decisions and render their report upon audit unless full representation of the elected members of the congregation are present.

Section 15: *Session Reports.* The Session shall report annually to the congregation:

- a. The receipts and payments from the previous fiscal year.
- b. An estimate of expenses and income for the fiscal year ahead.
- c. New business necessary to be undertaken for the welfare of the congregation.
- d. An exhibit of the real property, trust funds, and other resources of the congregation.
- e. Annual audit of the financial statements.
- f. A statement of the overall financial health of the church that considers the change in net assets of the church including the results of operations in the general fund, the change in temporary designated funds and the change in permanent endowment funds for the previous fiscal year and the outlook for the coming fiscal year.

Article XII

Session and General Administration

Section 1: *Session.* Session shall consist of twelve (12) elders, all active members, divided into three (3) equal classes, one class of whom shall be elected each year at a special meeting of the congregation, the third week in October, for a three-year term. No elder shall serve on the Session for consecutive terms, either full or partial, aggregating more than six (6) years; but shall be ineligible to be elected to a new term until one year shall have elapsed. (*Book of Order G-14.0200*).

Section 2: *Officers of Session.*

- a. Officers of the Session shall be a moderator and a clerk. The Session may provide additional officers as required. The moderator possesses the authority for preserving order and for conducting efficiently the business of the Session. He or she shall convene and adjourn the Session in accordance with its own action. The pastor shall be the moderator of the Session. (*Book of Order G-9.0200*).

- b. All members of the session, including the pastor, co-pastors, and associate pastors, are entitled to vote, except on the terms of call, the pastor, co-pastors, and associate pastors shall be without vote. (*Book of Order* G-10.0101).

Section 3: ***Vacancies.*** The Nominating Committee shall present candidates for replacements for any active elder, active deacon, or member of the Nominating Committee, Personnel Committee, and Audit Committee due to reasons of death or resignation. Such candidates may be elected at a special meeting of the congregation or at the annual meeting, as the session may determine.

Section 4: ***Session as Trustees.*** The entire Session shall act as the trustees of the corporation.

Section 5: ***Financial Reports.*** Any active member may have access to the monthly summary reports and the annual reports of the Treasurer and Financial Secretary as defined by the session.

Section 6: ***Privacy .*** Privacy of members' information especially, members' individual financial records, will require the session to make sure that every effort is made to restrict access to the minimum number of persons who are required to insure the integrity of the process for recording and accumulating the financial data, and for preparing and mailing members' statements.

Section 7: ***Administration.*** The administrative responsibilities of the church reside in the Session as the spiritual and corporate leadership.

- a. ***President of the Corporation.*** The Session shall elect from its body a President of the Corporation whose responsibilities are to conduct corporate business and act as chairperson of the Management Committee.
- b. ***Clerk of Session.*** The Session shall elect a Clerk of Session who will record its actions and carry out necessary correspondence with appropriate persons and governing bodies. The Clerk of Session shall serve as Secretary of the Corporation. The Session may elect the clerk from its body; OR it may choose an elder from the congregation whose term would be for three (3) years with the right of re-appointment for as long as he or she is willing to serve. In such a case, the clerk would have neither voice nor vote.
- c. ***Treasurer and Financial Secretary.*** The Session shall elect a Treasurer of the Corporation and Financial Secretary to be members of the Management Committee and any such officers as may be necessary for the conduct of its affairs. The Session may elect the Treasurer and Financial Secretary from its body; OR it may choose a Treasurer and/or a Financial Secretary from the congregation whose term would be for three (3) years with the right of re-appointment for as long as he or she is willing to serve. In such case, the Treasurer or Financial Secretary would have neither voice nor vote. The Treasurer and the Financial Secretary shall not be related to each other nor related to any member of the Committee on Audit.
- d. ***Committees.*** The ongoing life of the congregation will be carried out through Session committees, consisting of the following:
 - 1. Worship
 - 2. Parish Life
 - 3. Christian Education
 - 4. Stewardship
 - 5. Mission

6. Management
 - a. Management Committee shall consist of:
 - i. President of the Corporation
 - ii. Treasurer
 - iii. Financial Secretary
 - iv. Chairperson Building & Grounds
 - v. Chairperson Mission
 - vi. Chairperson Personnel
 - vii. Chairperson Stewardship
 - viii. Pastor who shall serve ex officio and without vote
 - b. Management Committee of Session is the Executive Committee of the Corporation.
7. Building & Grounds
8. Personnel
9. Membership
10. Outreach & Evangelism

The chairpersons of these committees will always be active elders, appointed by the Moderator, in consultation with the President of the Corporation, except for the Management Committee, of which the President of the Corporation shall be the chairperson. The Committees will be staffed by members of the congregation as appointed by the respective committee chairperson in consultation with the pastor. Ad hoc committees may be created at the discretion of the Session. The pastor shall be a member of these committees and any committee created by the session serving ex officio and without vote, except for the Audit Committee where the pastor is not a member, and the Personnel Committee where the pastor is a member as defined under Article XI, section 13, paragraph (a).

- e. **Audit Committee.** The Audit Committee shall examine the financial statements of the church to verify its net assets, income and expenses, and to prepare a report upon audit addressed to the session and the congregation and presented at the annual meetings of the Corporation and congregation.

Section 8.: **Meetings.** The Session will meet at least quarterly. (*Book of Order* G-10.0201).

- a. **Procedures.** The meeting requirements and provisions of the Constitution of the Presbyterian Church (U.S.A.) shall govern. In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance. (*Book of Order* G-9.0302).
- b. **Notices.** Notice of the time and place and in case of special meetings the purpose of every meeting of the Session shall be in writing and shall be duly sent, mailed or otherwise delivered to each member not less than five (5) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given.
- c. **Meetings.** Meetings may be held at any time without notice if all of the members are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after the holding thereof.

- d. **Quorum.** A majority of the Session members shall constitute a quorum for the transaction of business, and the action of the Session members present at any meeting at which a quorum is present shall be the action of the Session; provided, that if the members shall unanimously consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the Session. If at any meeting of the Session there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.
- e. **Special Meetings.** Special meetings of the Session may be held simultaneously with meetings of the congregation or immediately thereafter. Special meetings may be held at any time upon the call of the president of the corporation or the moderator, or of not less than one-third of the active elders then in office. The moderator may convene the Session by oral or written notice at a time and place different from that previously designated by the body for the purpose of membership actions only.

Article XIII

Deacons

Deacons. There shall be nine (9) Deacons, all active members, divided into three equal classes, one class of whom shall be elected each year at a special meeting of the congregation, the third week in October, for a term of three years. No deacon shall serve on the Board of Deacons for consecutive terms, either full or partial, aggregating more than six years. Immediately following board service for six aggregate years, a deacon shall be ineligible for a new term until at least one year has elapsed. (*Book of Order* G-14.0201). The Moderator of the board of deacons shall be determined by majority vote when a majority of the board of deacons is present. The pastor shall serve ex officio and without vote.

Approved by action of the members of the Corporation and Congregation of The First Presbyterian Church of Fairmount at a special meeting held on Sunday, June 27, 2004, and amended on Sunday, November 21, 2004, Sunday, May 1, 2005, and Sunday, February 19, 2006 respectively.