

## Updating Your By-laws Handout

The purpose of your by-laws is to provide the framework for church operations and give a basic structure only with particular attention to powers of the congregation as a whole.

The purpose of your Manual of Operations is to spell out specific policies and mechanics empowering appropriate teams to carry out those policies and mechanics for day-to-day operations.

### Key Points:

- Don't put too much in the by-laws. Put details in your Manual of Operations instead. By-Laws should only contain foundational rules that seldom need to be changed
- Things that are prerogatives of the Session usually belong in your Manual of Operations, not the by-laws.
- Keep your by-laws up to date. Make sure you review by-laws as a Session on a regular basis (e.g. every three years). Have someone – usually the clerk of session—take responsibility to keep track of needed by-law revisions.
- Date your by-laws as changes are made so you know that you're using the most recent copy.
- Please note that it is always a good idea to have your by-laws checked by an attorney. While I am giving you some general guidelines in my capacity as the presbytery's Stated Clerk, I can only deal in generalizations in this kind of training. An attorney will be able to help you make sure you are addressing your specific situations and issues in a way that I can't in this generalized material.

### Stripped-down model by-laws with comments:

(A copy of this model by-laws in its entirety is at the end of this document.) Please check your current by-laws to make sure you have covered all the relevant **ideas** in this model in your congregation's by-laws.

### I. Statement of Purpose or Mission

The Presbyterian Church of \_\_\_\_\_ has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world.

*This is a standard paragraph in case your congregation doesn't have a recent mission statement. Your own mission statement can replace it.*

## **II. Relation to the Presbyterian Church (U.S.A.)**

The \_\_\_\_\_ Presbyterian Church is a member church of the Presbytery of Hudson River in the Synod of the Northeast of the Presbyterian Church (U.S.A.).

*This is an important clause in your by-laws because it makes clear to the courts what laws are binding, including which parts of NY Religious Corporation Law apply to your church and its situation.*

## **III. Governance of the Church**

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that *Constitution*, these by-laws shall provide specific guidance for this church. . The Parliamentary authority for the church is the most recent version of *Robert's Rules of Order Newly Revised* except in those cases where the Constitution of the PCUSA states otherwise. The *Policies and Procedures Operating Manual of \_\_\_\_\_ Presbyterian Church* shall provide specific guidelines concerning the policies and procedures of the church.

*Not only is this the section that says what rules and procedures you follow in your congregational actions and relationships, but it also references your operating Manual. That's where the blank is. Just make sure to change the title in this section to the title of your operating Manual. And, perhaps more important, make sure that if you're referencing an operating Manual you actually have one. (Even if it's not yet complete, at this point it should contain a Misconduct Policy and a Child Protection/Safety Policy.)*

## **IV. Meetings of the Church**

Annual Meeting: There shall be an annual meeting of the congregation, at which at least the following business shall be presented: annual reports from organizations and the session (for information only), financial report for the preceding year, budget for the current year (for information only), changes in the terms of call for the pastor(s), electing church officers, electing members to serve on the nominating committee.

Congregational meetings shall be called by the session, by the presbytery, or by the session when requested by one fourth of the active members on the roll of the congregation.

All meetings of the congregation shall be opened and closed with a prayer.

- Describe the minimum number of times your congregation must meet each year. The Book of Order requires at least an annual meeting (G-1.0501). Also describe how the meetings are called (see G-1.0502). It is generally better to say “the Congregation shall meet annually” than to say “the Congregation shall meet annually on the fourth Sunday of December.” You can always say “annually” in the by-laws, and then put more specific details in the easily amended Manual, to allow greater flexibility.
- What happens at your annual meeting? Only list things that you do at that meeting. (I’ve put some common examples in the model by-laws but if you don’t do something I’ve put down, don’t list that. If the only consistency year by year is a change in the pastor’s terms of call, list that “and other business that may appropriately come before the congregation” (as a way to allow other items to be incorporated into the meeting). N.B.: A congregational budget gets approved by a session, not a congregation, but changes in the pastor’s terms of call must be approved by the congregation
- G 1.0502 requires 3 options for who may call a congregational meeting: 1) by Session; 2) by presbytery; 3) by session upon request in writing of ¼ of members on rolls.

## V. Notice of Meetings

Adequate public notice of all congregational meetings shall be given, including notice given at regular services of worship prior to the meeting. *Put your own rule of minimum notification in here.*

*The current requirement in the Book of Order for notice of a meeting is “adequate public notice” (G-1.0502); the old standard of at least two Sundays before a congregational meeting is no longer required. A congregation can now define “adequate public notice” for itself. This notice can include notice by email, as long as you have email for people on your membership rules and meet other requirements for using this form of notification.*

## VI. Moderator

The pastor shall moderate the meetings. *If there are co-pastors, they shall alternately preside at meetings.* When the church is without a pastor, the moderator appointed by the presbytery shall preside. If it is impractical for the pastor or the moderator of the session appointed by the presbytery to preside, he or she shall invite, with the concurrence of the session, another minister of the presbytery to preside. (G-1.0504)

- *The Pastor serves as the moderator of congregational meetings, unless the Presbytery has made alternative arrangements (G-1.0504).*
- *If there are co-pastors, the most common language is that they shall alternately preside at meetings, though you can choose a different option. If you don’t have co-pastors, don’t put the clause in.*

- *If you don't have a pastor, the presbytery's Committee on Ministry will appoint a moderator for your congregation. They must be present for any congregational meetings or session meetings.*

## **VII. Secretary**

The clerk of session shall serve as secretary. If the clerk is not present or is unable to serve, the congregation shall elect a secretary *pro tem*. (G- 1.0505)

## **VIII. Minutes of the Meeting**

The minutes of the meeting recorded by the secretary shall be attested by the moderator and the secretary and recorded in the minute book of the session. (G-1.0505). *Also add how the minutes will be approved.*

*Congregations have various ways of approving congregational minutes. Some have the congregation wait to do so at its next meeting, some allow the Session to do so on the congregation's behalf, while the memory of the meeting is still fresh, etc. Put in how your congregation's will be approved.*

## **IX. Quorum for the Meeting**

The quorum of a meeting of the congregation shall be the moderator, the secretary, and \_\_\_\_\_ members, but under no circumstances shall it be fewer than \_\_\_\_\_ of the active members of the congregation. The secretary shall determine that a quorum is present. All active members of the congregation present at congregational meetings are entitled to vote. (G-1.0501) Voting by proxy is not allowed.

- *Under the Book of Order, for a quorum's purposes only those who are active members may vote. This includes teenagers who have been confirmed. Please note though that under NY Religious Corporation Law 66.2, for corporate meetings, only those at least 18 may vote. If you'd like you may put in a clause that says "Consistent with the laws of the state of New York, voting on corporate matters is restricted to active members age 18 or above. "*
- *A quorum is the minimum number of members who must be present for official decisions to be made. You may choose to fill in the first blank with a number or a percentage. A number is easier but a percentage will get you in less trouble if your membership numbers change and you don't regularly update your by-laws.*
- *The quorum should be large enough to prevent a minority faction from turning out in force and dominating a meeting, but small enough to reflect the number of members who may be expected to attend in a realistic way.*

- *For the second blank, you're putting in a specific number. Under state law, a quorum must be at least six members of full age so you should not go below that.*
- *Those voting must be physically be present in the room.*

## **X. Incorporation**

In accordance with the laws of the state of New York, the congregation caused a corporation to be formed on (date). Consistent with the laws of this state, both ecclesiastical and corporate business may be conducted at the same meeting of the congregation. (G-1.0503).

- *Aside from putting your incorporation date in the by-laws, this clause is helpful because it allows a congregation to do both congregational and corporate business at the same congregational meeting rather than having to call two meetings. That means you can, for example, approve a change in the pastor's call (a congregational matter) and approve taking out a mortgage on a piece of property (a corporate matter) at the same meeting.*
- *Because the pastor is not a member of the congregation, when corporate matters appear on the agenda, the president of the church corporation shall be invited to moderate those corporate matters. This means that if an issue of buying, selling, or mortgaging property coming before the congregation for approval—and such actions almost always must be approved by the congregation and then by the presbytery—the pastor must turn over the meeting to the president of the church corporation to moderate such actions.*
- *For corporate purposes, you must have at least three officers—a president, a treasurer, and a secretary. You can spell out who those are, how they are appointed, and their terms in this section, in the trustee section if you have a separate Board of Trustees or in your Manual of Operations. The president, treasurer, and secretary are appointed by majority vote at a regular meeting of the Trustees/Session. The president and the secretary may not be the same person. An officer's term is for one year.*

## **XI. Nominating Committee**

The congregation shall form a nominating committee in the following manner:

- (1) There shall be \_\_ active members on the nominating committee
- (2) One of the members shall be ruling elder who is currently serving on the session.
- (3) The pastor shall be a member ex officio and without vote.
- (4) Full opportunity shall always be given to the congregation for nomination from the floor of the congregational meeting by any active member of the congregation.

- (5) A majority of all active members present and voting shall be required to elect.

Term. Members of the Committee shall be elected annually for a one (1) year term. No member shall serve more than \_\_\_\_\_years consecutively.

*Your congregation will need to determine the process for the election of a nominating committee as long as they meet minimums in G-2.0401. That means that numbers 2-5 of this section must be met, but you can determine the number of members on the committee, how long they serve and, if you want, how many years they can serve consecutively.*

## **XII. Elders**

The congregation shall elect \_\_\_\_\_elders (and \_\_\_\_ youth elder) divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three-year term. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for reelection to the session for a period of at least one year. (G-2.0404)

The session, at its first meeting following the annual meeting, shall elect an elder to serve as clerk for (\_\_\_\_period of time) and shall form such committees as necessary to carry out its work. At that same meeting of the session, the session shall annually elect a treasurer. A quorum for the session shall be the pastor or other presiding officer and \_\_\_\_\_of the elders.

- *Most of the terms of this paragraph are standard to the Book of Order.*
- *The current Session elects its clerk (G-3.0104) which means that ideally a clerk's term should be for one year at a time.*
- *G-3.0203 now leaves the required quorum of Session up to the congregation. You may choose a specific number of a percentage. (1/3 is the most common "fill-in" here.) Again, you're looking for a number that is large enough to prevent a minority faction from dominating a meeting, but small enough to realistically reflect the number of session members who will normally attend.*
- *You can choose to put in a clause that says how frequently the session will "normally" meet or you can put that in your Manual of Operations. (Wherever you put it, make sure you choose to put in "normally," "ordinarily" or some equivalent if you do so to allow for an exception to that pattern.)*

## **XIII. Trustees**

The congregation shall elect \_\_\_\_\_ trustees. A trustee must be a member who is listed on the active membership rolls of the church. The Trustees shall be divided into three equal classes, one class of whom shall be elected each year for a three (3) year term. No trustee shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. A trustee having served a total of six (6) years shall be ineligible for

reelection to the Board of Trustees for a period of at least one year. The Trustees shall be under the supervision and authority of the Session of the church. (G-3.0201c)

The Board of Trustees, at its first meeting following the installation of officers shall elect a moderator and a clerk from among its members and shall form such committees as necessary to carry out its work. The pastor or his/her designee from the staff of the church shall be an advisory member of the Board of Trustees. A quorum for the Board of Trustees shall be \_\_\_\_\_ of the members, including the moderator.

*Only include a section like this if you have a separate Board of Trustees. If you don't have a separate Board of Trustees, you should include a clause in section 12 "Elders" that says that the Session will act as the Board of Trustees.*

#### **XIV. Deacons** *(if using deacons as part of a board)*

*The congregation shall elect \_\_\_\_\_ deacons divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three-year term. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the board of deacons for a period of at least one year.*

*The board of deacons, at its first meeting following the annual meeting, shall elect a moderator and a secretary from among its members and shall form such committees as necessary to carry out its work.*

*The board of deacons is under the authority of the session. The pastor or his/her designee shall be an advisory member of the board of deacons. A quorum for the board of deacons shall be \_\_\_\_\_ of the members, including the moderator.*

- Only include this section if you have a separate Board of Deacons. Not all congregations have deacons and not all that do have deacons serving on boards. Under the current Book of Order there is the option of having individually commissioned deacons given specific assignments by the session, a Board of Deacons, or no Board (with the Session then tasked with the responsibilities that deacons would cover).*
- NB: If you have deacons—either as a board or as individually commissioned—you must show in your minutes that they are being supervised by the Session (G-2.0202)—ideally by having a joint meeting with deacons and session both attending.*

#### **XV. Vacancies**

Vacancies on the session or the board of deacons may be filled at a special meeting of the congregation or at the annual meeting, as the session may determine.

## XVI. Amendments

These by-laws may be amended subject to the Articles of Incorporation, the laws of the state of New York and the *Constitution of the Presbyterian Church (U.S.A.)* by a two-thirds vote of the voters present, providing that the proposed changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.

*This section tells you how to change your by-laws—that you need a 2/3rds majority (e.g. a 2/3rds vote of voters present).*

### **Other Possible Sections That I'd Suggest Including in Specific Circumstances:**

1. **Indemnification.** A statement that limits the personal liability of board members. Only list this kind of statement if you have such insurance.
2. Procedures for **removing a Session member or officer.** If you choose to do this it's wise to use "may" language rather than "shall" language to allow for extenuating or unusual circumstances.
3. **Meeting by technology and electronic meetings**
  - Session/ Committee Meeting by technology such as teleconference or videoconference. This is allowed as long as the policy is spelled out, proper notice of the meeting has been given, full opportunity for simultaneous communication is available to all members, and minutes are duly kept and approved. The point is that all members have to be able to hear each other. Participation in a meeting by that means constitutes presence at the meeting.
  - Email votes- An action where an approval is required and no discussion is needed may be taken by a Session or committee by email as long as the policy is spelled out. The body's moderator or chairperson shall poll the members by an email that sets forth the action in writing and gives a time frame by which votes must be returned. Members shall then respond by email solely to the moderator or chairperson with a yes or no vote without comment. The action is approved if all the members of the group respond affirmatively without question or qualification. Such consent shall have the same effect as a unanimous vote and takes effect when all the necessary consents to the action have been obtained, unless the consent specifies a different effective date. A copy of the action along with the names of those voting for it shall appear in the minutes of the Session or committee.

# Sample Congregational By-laws

## I. Statement of Purpose or Mission

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All meetings of the congregation shall be opened and closed with a prayer.

## V. Notice of Meetings

Adequate public notice of all congregational meetings shall be given,

including notice given at regular services of worship prior to the meeting. *Own rule of minimum notification specified.* (G-1.0502)

## **VI. Moderator**

The pastor shall moderate the meetings. *If there are co-pastors, they shall alternately preside at meetings.* When the church is without a pastor, the moderator appointed by the presbytery shall preside. If it is impractical for the pastor or the moderator of the session appointed by the presbytery to preside, he or she shall invite, with the concurrence of the session, another minister of the presbytery to preside. (G-1.0504)

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(8) The pastor shall be a member ex officio and without vote.

(9) Full opportunity shall always be given to the congregation for nomination from the floor of the congregational meeting by any active member of the congregation.

(10) A majority of all active members present and voting shall be required to elect.

Term. Members of the Committee shall be elected annually for a one (1) year term. No member shall serve more than \_\_\_\_\_years consecutively.

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The session, at its first meeting following the annual meeting, shall elect an elder to serve as clerk for (\_\_\_period of time) and shall form such committees as necessary to carry out its work. At that same meeting of the session, the session shall annually elect a treasurer. A quorum for the session shall be the pastor or other presiding officer and \_\_\_\_\_ of the elders.

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The congregation shall elect \_\_\_ trustees. A trustee must be a member who is listed on the active membership rolls of the church. The Trustees shall be divided into three equal classes, one class of whom shall be elected each year for a three (3) year term. No trustee shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. A trustee having served a total of six (6) years shall be ineligible for reelection to the Board of Trustees for a period of at least one year. The Trustees shall be under the supervision and authority of the Session of the church. (G-3.0201c)

The Board of Trustees, at its first meeting following the installation of officers shall elect a moderator and a clerk from among its members and shall form such committees as necessary to carry out its work. The pastor or his/her designee from the staff of the church shall be an advisory member of the Board of Trustees. A quorum for the Board of Trustees shall be \_\_\_\_\_ of the members, including the moderator.

## **XIV. Deacons** (*if using deacons as part of a board*)

The congregation shall elect\_\_\_\_\_deacons divided into three equal classes,

one class of whom shall be elected each year at the annual meeting for a three-year term. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the board of deacons for a period of at least one year.

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The board of deacons is under the authority of the session. The pastor or his/her designee shall be an advisory member of the board of deacons. A quorum for the board of deacons shall be \_\_\_\_\_ of the members, including the moderator.

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Vacancies on the session or the board of deacons may be filled at a special meeting of the congregation or at the annual meeting, as the session may determine.

### **XVI. Amendments**

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