

CENTRAL COLLEGE PRESBYTERIAN CHURCH

BYLAWS

PREAMBLE:

Central College Presbyterian Church has been in existence as a Congregation continuously since April 22, 1843.

Central College Presbyterian Church remains in existence for the purpose of work and worship according to the Christian faith, doctrine, and word as set forth in the Holy Scriptures.

WHEREAS: it is the desire, purpose, and instruction of this Church and this Corporation to operate and be governed as provided for herein through these Bylaws or as may otherwise be referenced herein.

Therefore, the following Bylaws for the said Church and Corporation are hereby adopted:

1. IDENTITY AND OBLIGATIONS

- A. Central College Presbyterian Church, of Westerville, Ohio, is a Congregation of believers ascribing to the Reformed Presbyterian traditions, and as such, is elder led, and recognizes the Westminster Confession of Faith as an accurate description of our theology, all subject to the Word of God set forth in The Holy Bible.
- B. In accordance with the dictates of conscience, Central College Presbyterian Church is in voluntary association with the Presbyterian Church (USA), and as such, recognizes that its Book of Order, along with the Book of Confessions, are the guiding and governing documents for the denomination, and this Church. (See Section 10, "AFFILIATION").
- C. So long as this relationship shall exist, these documents, in conjunction with these Bylaws, shall order the business of the Church. Inherent in maintaining this relationship is the mutual recognition of Scripture as the Word of God, Jesus Christ alone as the Lord of all and the only way of salvation, and the calling of all God's people to repentance from sin and in seeking to live in holiness in all aspects of life.
- D. During such times when the Church is affiliated with a denomination, it is proper for the Church to follow the Constitution of any such denomination to the extent permissible by the dictates of conscience. The Church may adopt a Statement of Faith, by and through Session, to set forth in greater detail the core theological beliefs upon which its mission and ministry may stand.
- E. The term "Church" as used herein to refer to Central College Presbyterian Church, shall be understood to include the terms "Congregation" and "Corporation" and refer to all entities doing business as Central College Presbyterian Church unless otherwise specified. "Church" shall exclude The Central College Church Foundation.

2. PURPOSE

- A. Central College Presbyterian Church is an incorporated religious organization, Christian and ecclesiastical in nature, established for the purpose of worshiping God, proclaiming the gospel for salvation of mankind, standing firm in the Word, for evangelizing, to gather together for divine worship and Christian fellowship, for Godly living as is agreeable to Holy Scriptures, for voluntary association with other Christians and denominations as may be appropriate to carry out our faith, and for such other pious purposes as may be appropriate to carry out the dictates of conscience and the greater purposes of being His church.

3. MEMBERS

- A. The members of the Church shall be those persons who are on the Active Membership Roll of the Church, maintained by Session. Session may add or cull membership in its discretion, as is appropriate for the circumstances, and may reference the Book of Order for guidance on membership criteria. Session shall have the final determination as to membership status, although may, at its discretion, refer the matter to another judicatory for determination.
- B. As required by the laws of the State of Ohio, only the members meeting the above qualification plus full legal age of eighteen (18) years or older, as specified by the laws of the State of Ohio at the date of any particular meeting in question, shall be eligible to vote on questions dealing with property and matters that are strictly the business of the Corporation as a legal entity. Otherwise, all members of the Church are eligible to vote at all Stated and Special Meetings of the Church.

4. MEETINGS OF THE CHURCH (ECCLESIASTICAL MEETINGS)

- A. The Annual Ecclesiastical Meeting of the Church shall be held following morning worship on a chosen Sunday from the third Sunday of May through the second Sunday of June preceding the Annual Meeting of the Corporation for the transaction of any business properly coming before each meeting.
- B. Special Meetings of the Church may be called by Session. Session may call a Special Meeting if requested by the Presbytery. Session shall call a Special Meeting of the Church membership promptly upon receipt of a petition signed by at least one-fourth of the members of the Church, provided such petition states clearly the purposes for the meeting.
- C. The purpose of all Special Meetings shall be clearly stated in the call of such meetings and no other matter save that specified in the call may be considered.
- D. Public notice of the time, place, and purpose of all meetings of the Church shall be given at a regular service of worship from the pulpit and/or in the Church bulletin on at least two Sundays preceding the meeting, including the Sunday of the Special Meeting. Additional means of announcing the call of the meeting are encouraged, but not required, (e.g. mailing, e-mail, internet posting).
- E. The Quorum of a meeting of the Congregation shall be not less than ten percent (10%) of the members on the Active Membership Rolls.

- F. All meetings of the Church shall be opened and closed with prayer. Meetings shall be conducted in accordance with *Robert's Rules of Order Newly Revised*. All voting shall be in person. Voting by proxy is not permitted. Absentee balloting may be permitted only by special authorization of Session, and only where no discussion is to take place prior to the vote, and no amendments to the main motion are permitted. Fourteen days' advance notice is to be given the Congregation, and adequate procedural safeguards are to be in place for ensuring the integrity of the voting process.
- G. The Moderator of Session will preside over all meetings of the Church. In case the Moderator is ill or otherwise unable to be present or if the Pastor or Ruling Elders agree that the subjects to be discussed require it, a Presbyterian clergy member may be invited by Session to preside in the Senior Pastor's stead. A Moderator pro tem may be appointed from Session to moderate the meeting.
- H. The Clerk of Session shall be the secretary of all meetings of the Church. In the event of his/her inability to serve, the Session shall designate a person to serve as secretary.

5. MEETINGS AS A CORPORATION

- A. The Annual Meeting of the Corporation shall be held following morning worship and the Annual Ecclesiastical Meeting for the transaction of any business that is specifically legal and corporate in nature.
- B. Special Meetings of the Corporation may be called by the Trustees and shall be called by the Trustees at the request of Session.
- C. At the request of Session the President of the Board of Trustees or other member of the Board designated by it shall convene meetings of the Corporation and shall preside.
- D. The Secretary of the Board of Trustees shall be the Secretary of the meetings of the Corporation. In his/her inability to serve, the Board of Trustees shall designate a secretary for the meeting.
- E. Additional provisions concerning meetings of the Corporation shall be the same as those of Article 3, Paragraph B, and Article 4, Paragraphs C, D, E, and G of these Bylaws, and Corporate Meetings shall be opened and closed in prayer.

6. OFFICERS OF THE CHURCH

- A. The Church shall have a Session, a Board of Trustees, and a Board of Deacons. Session shall have oversight of the two Boards. The affairs of the Congregation and of the Corporation shall be governed by Session, which shall have full administrative responsibility for the Church, both spiritual and corporate. The Board of Trustees shall serve as the fiduciaries and officers of the Church for purposes relating to secular or civil law. Session shall have all powers and duties necessary and appropriate for administering the affairs of the Corporation except as may be reserved for the Trustees, or limited by the Articles of Incorporation, these Bylaws, or the Law of the State of Ohio.
- B. Session shall consist of the Ruling Elders, who shall be commissioned members of the Church in good standing, duly elected to a term of active service on Session, and a Moderator who shall be the Installed Pastor (or in case the office of Pastor is open, an ordained Presbyterian clergy member, by invitation of the Session) along with any associate pastor or pastors.

1. There shall be eighteen (18) members on Session, in addition to the Moderator, divided into three equal classes, one class of which shall be elected each year at the Annual Ecclesiastical Meeting or at a special meeting convened for the purpose of electing new members for Session. Members shall be elected for a three-year term. Ruling Elders may be reelected to serve a second three-year term on the Session and are not eligible to be reelected to Session until one year has elapsed.
2. All boards and/or committees of the Church, including the Board of Deacons and the Board of Trustees (except in matters of a corporate, legal nature and/or pertaining to the holding of real property) function under the direction and jurisdiction of Session.
3. Session shall be empowered to act on behalf of the Church with respect to all business matters, including but not limited to contracting, conveying, encumbering or exchanging property, both real and personal. The Church may have and hold property in its own name. Session shall be empowered to hold property in trust for the Church, as allowed at law, or for others, reserving the right of revocation in all instances. All property held in trust must be in an express trust. In any instance where a court of law or other judicatory determines that an express trust exists, whether written or not, such trust is to be deemed revocable, and questions of ownership should be resolved favoring ownership by this Church, such being the intent of the Church.
4. Session shall elect its clerk from the current Ruling Elders or former ruling elders of the Church who are members of the Church, for a term of service to be determined by Session.
5. Vacancies on Session by reason of death or resignation shall be filled at the next Annual Meeting of the Corporation unless Session determines by resolution to call a Special Meeting for the purpose of filling the vacancy.
6. Session shall report annually to the Corporation an exhibit of all real property and other corporate holdings of the Church together with an estimate of expenses and needs in the year ahead to maintain the corporate holdings. This information will have previously been provided to Session by the Board of Trustees. (Section 6C(3)).

C. The Board of Trustees shall have, possess, and exercise only such powers as are vested in them by civil statute or by vote of the Corporation. They shall serve as the fiduciaries of the Church for civil law purposes, having charge of all real and other property and maintenance thereon of the Church. They shall permit use of the Church property only for such purposes as shall be approved by the duly elected Session of the Church.

1. The Board of Trustees shall consist of twelve (12) communicant members in three separate classes of four, serving for three-year terms, each, or until their successors are chosen. The number of Trustees may be increased at any Annual Meeting of the Corporation, except at no time shall the number of Trustees be increased by more than one-third the

current standing number. At least two-thirds of the Trustees must be communicant members of the Church in good standing; the remaining one-third may or may not be communicant members at the pleasure of the Corporation. Non-communicant members shall not be permitted to vote on matters that come before the Board of Trustees.

2. The Trustees shall take charge of the charter and seal of the Corporation.
3. The Trustees shall submit annual reports to Session for the Annual Corporate Meeting, reporting (1) new business necessary to be undertaken for the welfare of the Congregation and (2) an exhibit of the real property,
4. The Trustees may make rules for their own governance not inconsistent with the Articles and Bylaws of this Church.
5. Vacancies in the Board of Trustees may be filled by the Corporation at a Special Meeting, of which ten days' notice shall be given, unless the vacancy occurs within two months of the regular Annual Meeting.

D. The Board of Deacons shall consist of Deacons who shall be commissioned members of the Church and in good standing, duly elected to a term of service on the Board of Deacons and shall have such responsibilities as are designated by Session. There shall be twenty-four (24) Deacons, subject to the same division and election procedure as Session.

7. NOMINATING COMMITTEE

- A. There shall be a representative Nominating Committee. It shall consist of two members designated by and from the Session, one of whom shall be named as the chairperson; one member designated by the Board of Deacons; and other members in sufficient numbers to constitute a majority of the committee, none of whom may be active members of Session or the Board of Deacons, shall be chosen from the Congregation.
- B. According to the above formula, the Nominating Committee shall be composed of two Ruling Elders, one Deacon, and at least four members from the Congregation. The members of the Congregation shall be nominated from the floor at the Annual Ecclesiastical Meeting.
- C. The Committee shall bring to the Annual Ecclesiastical Meeting nominations of eligible persons for all vacancies to be filled in positions as officers of the Church, in number equal to the number of positions to be filled.
- D. The Pastor shall be a member, ex-officio without vote, of the Nominating Committee.
- E. The Committee will convene at a meeting called by the Pastor, or in his absence at the call of the Clerk of Session, at least ninety (90) days prior to the next Annual Ecclesiastical Meeting to organize.

8. ELECTION OF A PASTOR

- A. The Church may call a pastor. Session shall have the authority to provide for the call and shall have the authority to appoint a Nominating Committee towards those ends, as it shall deem appropriate. The Congregation shall set the terms of the call. The Pastor's Nominating Committee shall consist of nine (9) persons, representative of the whole Church, to select a candidate for the office of Pastor.
- B. The Nominating Committee shall place the names of nine (9) persons, representative of the whole Church, in nomination to be elected as a Pastor's Nominating Committee. Additional nomination may be submitted from the floor.

9. CHURCH TREASURER

- A. Session shall elect a Treasurer for such term as Session shall decide and supervise his or her work or delegate that supervision to a Board of Trustees. Those in charge of various Congregational funds shall report at least annually to Session and more often as required. Session may provide by rule for standard financial practices of the Congregation, but shall in no case fail to observe the following procedures:
 - 1. All offerings shall be counted and recorded by at least two duly appointed persons, or by one fidelity bonded person;
 - 2. Financial books and records adequate to reflect all financial transactions shall be kept and shall be open to inspection by authorized church officers at reasonable times;
 - 3. Periodic, and in no case less than annual, reports of all financial activities shall be made to Session or other entity vested with financial oversight.
- B. While serving in the office of Treasurer, the Church Treasurer shall be eligible to serve as an active member of any of the official boards of the Church.
- C. The Church Treasurer shall, although functioning as a member of the Church staff and receiving immediate guidance from the Head-of-Staff, be under the direction and authority of Session.
- D. The Church Treasurer shall receive the funds and collections of the Church, and its organizations as desired, and shall keep account of the source and designations of all the funds, and shall disburse funds as directed by the duly authorized.
- E. The Church Treasurer shall report regularly to Session and shall prepare for distribution a complete financial report at the close of each fiscal year.

10. AFFILIATION

These Bylaws recognize that from time to time there are tensions within the Presbyterian Church (USA), with questions of theology, polity, and social witness causing divisiveness among particular churches in the denomination, calling into question the integrity of the connectionalism, which has characterized this denomination. Individual churches have elected to depart from the denomination, either for independency or for affiliation with other Presbyterian denominations. This Church recognizes its inherent right to self-determination in matters of faith, practice, and affiliation. As noted in the PCUSA Book of Order, "we consider the rights of private judgment in all matters that respect religion as universal and unalienable." (F-3.0101(b), *nFOG*; G-1.0301, *old Book of Order*). This principle applies to this particular

Congregation as to the manner in which it lives out its greater witness to the community as a Christian church, and in the event that this Church decides to consider its denominational affiliation, shall determine the same by majority vote. (See F-3.0102, *nFOG*; *see also, e.g.* F-3.0205, *nFOG*; G-4.0301(e), *old Book of Order*). Session shall be charged with managing and directing any such consideration with Christian charity to all concerned.

These Bylaws therefore expressly affirm the right of the Congregation to consider and decide upon matters of denominational affiliation according to the dictates of conscience.

11. BYLAW AMENDMENTS

- A. These Bylaws may be amended subject to the charter of the Corporation and the laws of the State of Ohio at any Annual or Special Meeting of the Corporation by a majority vote of the voters present, provided that a full reading of the proposed changes shall have been made in connection with the call of the meeting.
- B. If any amendment or repeal of the rules of the Bylaws is to be presented at either the Annual Meeting or Special Meeting, written notice of the meeting together with a copy of the proposed amendment(s) shall be furnished each eligible voter of the Church two weeks prior to such meeting.