

By-Laws of the Congregation and Corporation

Of The First Presbyterian Church of Northville

Preface

The First Presbyterian Church of Northville is a part of the body of Christ and as such, gathers together as a congregation to worship God in praise and thanksgiving through word and sacrament. It is a church and congregation of the Presbytery of Detroit, Synod of the Covenant, Presbyterian Church (USA). It is called to carry on the ministry of Jesus Christ and to faithfully proclaim and model the way of Christ in Northville and the world.

The First Presbyterian Church of Northville is a not-for-profit corporation, chartered by the State of Michigan, operating and governed by a board known as the Session, moderated by the Pastor as provided in the Constitution of the Presbyterian Church (U.S.A.) and the laws of the State of Michigan. The Book of Order of the Presbyterian Church (U.S.A.) determines, in general terms, the power, authority and responsibilities of the Pastor and the Session of the church.

These bylaws shall provide operating guidelines for this church. The latest edition of *Roberts Rules of Order* shall be consulted for parliamentary guidance.

Article I – Meetings of the Congregation and Corporation

A. There shall be an Annual meeting of the Congregation and Corporation within 90 days following the close of the Corporation's Fiscal Year for the purpose of receiving annual reports, receiving the budget for the coming year, setting the Pastors' Terms of Call, electing corporate officers (President and Treasurer), and conducting any other business that may properly come before the meeting. (The term "meeting of the Congregation" as used hereafter shall include simultaneous meetings of the Congregation and the Corporation.)

B. There shall be a meeting of the Congregation in the fall of each year for the purpose of electing Elders, Deacons, the Endowment Committee and the Congregational Nominating Committee, all of whom shall take office the following year.

C. Special meetings of the Congregation *may* be called by the Session or by the Presbytery when either body determines such a meeting is necessary and *shall* be called by the Session when requested in writing by one fourth of the members on the active roll. Such meetings shall be called for specific purposes (such as to fill a vacancy on the Session or Board of Deacons), and no other item may be considered.

D. Public notice of the time, place and purpose shall be posted ten days prior to each meeting of the Congregation and shall be announced from the pulpit on the two preceding Sundays. When the purpose of a meeting is to change these By-Laws, the proposed changes shall be made available when notice of the meeting is published.

E. The Pastor shall preside over meetings of the Congregation. If the church is without a pastor, if the Pastor is unable to be present or if the Pastor and Session agree that the pastor's presence is inappropriate, another minister from the Presbytery shall preside. The President of the Corporation shall preside over meetings of the Corporation. If the President is unable to be present or if the Session feels that the president's presence is inappropriate, the Session shall elect another Elder to preside.

F. The Clerk of Session shall be secretary of meetings of the Congregation. If the Clerk cannot be present, the Congregation shall elect a secretary pro tem.

G. Active members of the church shall be entitled to vote at meetings of the Congregation. Active members of the church who are of legal voting age shall be entitled to vote at meetings of the Corporation. Voting shall be in person and voting by proxy shall not be allowed.

H. Meetings shall be conducted according to Robert's Rules of Order. All meetings of the Congregation shall be opened and closed with prayer.

I. A quorum shall be the moderator, the secretary and ten percent of the active membership.

Article II – The Congregational Nominating Committee

A. The Congregational Nominating Committee is a representative committee of the Congregation. It shall consist of five members as follows: one elected by the Session (one of whom shall serve as chairperson), one elected by the Board of Deacons and three elected by the Congregation (none of whom shall be currently serving on either board).

B. The term of the members of the Congregational Nominating Committee shall be one year. A member shall not serve for more than three consecutive years, after which they will be ineligible for reelection until one year has elapsed.

C. Annually or when required to fill vacancies, the Congregational Nominating Committee shall propose to a meeting of the Congregation the name of at least one qualified person (with the nominee's consent) for each position to be filled on the Session, the Board of Deacons, the Endowment Committee and the Congregational Nominating Committee.

D. Prior to the annual nominating process, the Congregational Nominating Committee shall consult with the Session regarding the number of positions to be filled. The Session shall determine the number of Elders and Deacons needed to carry out the responsibilities of each board, within the ranges set forth in these bylaws (see Articles III and IV).

Article III- The Session

A. The administrative responsibility of the church, both spiritual and corporate, shall be vested in the Session. The Session shall consist of the pastors and elders who are active members of the church, duly elected to a term of active service on the Session. Elders serving on Session who are of legal age shall also be Trustees/Directors of the Corporation.

B. The Moderator shall be the installed pastor (or in the case of co-pastors, they shall alternately preside). If it is not possible or appropriate for the pastor to preside, procedures outlined in the Book of Order shall be followed. If the office of pastor is vacant, a moderator shall be appointed by the Presbytery.

C. The Session shall include a minimum of nine and a maximum of sixteen Elders serving three-year terms (or portions thereof, in the case of those who may be elected to fill vacancies or special assignments. The number of members shall be determined by the Session. Any change in number shall be affected in an orderly manner, consistent with the intent of Article II, Sections C and D.

D. The Elder members of Session, shall be divided into three classes to fill an anticipated three-year term.

E. An Elder may not serve on Session for more than six consecutive years. An elder is eligible for reelection after one year of rest.

F. The quorum for session will be 5.

G. The Session shall have the powers and duties prescribed by the laws of the State of Michigan for trustees or directors of a religious corporation and by the Constitution of the Presbyterian Church (U.S.A.).

H. The Session shall:

1. Elect a Clerk of Session for a one-year term. The Clerk must be an Elder, but need not be currently serving on Session (in which case the Clerk may not vote). The Clerk will serve as secretary of Session and of the Corporation.
2. Elect an Assistant Treasurer, nominated by the Finance Committee, who must be a church member of legal age, for a one-year term.
3. Elect one member of Session to serve on the Congregational Nominating Committee for one-year terms who shall chair the committee.
4. Arrange for the funds and accounts of the church to be reviewed each year by a Certified Public Accountant or by a committee of members versed in accounting procedures and for the results to be reported at the Annual Meeting.
5. Allow for the opportunity to appoint a "youth elder".

I. The Moderator, with the concurrence of Session, shall propose the formation and leadership (chairpersons) of councils, teams and committees to help carry out the responsibilities of Session. Chairpersons and committee members need not be members of Session or elders. The Moderator shall be an ex-officio member of all committees of Session.

J. The administration of the First Presbyterian Church of Northville Preschool is the responsibility of the HR Committee and Head of Staff, guided by the FPCN Preschool Handbook and Operations Manual and shall answer to the Session.

Article IV - The Board of Deacons

A. The Board of Deacons shall minister to the church congregation and the community which we live and move. The board shall strive to foster a sense of community within the congregation. It operates under the supervision of the Session and shall assume other responsibilities as delegated by the Session.

B. The Board of Deacons shall consist of a minimum of twelve (12) and a maximum of thirty (30) Deacons serving three-year terms (or portions thereof, in the case of those who may be elected to fill vacancies). The number shall be determined by the Session, in consultation with the Board of Deacons. Any change in number shall be affected in an orderly manner, consistent with the intent of Article II, Sections C and D.

C. The Board of Deacons shall be divided into three classes to fill an anticipated three-year term.

D. Deacons shall not serve for more than six consecutive years. They are eligible for reelection after one year of rest.

E. One-third of the Board of Deacons shall constitute a quorum. The Deacons may set the quorum at any higher number.

F. The Board of Deacons shall:

1. Elect a Moderator, a Vice-Moderator or co-moderator, and a Secretary for one-year terms. All must be currently serving on the Board of Deacons.
2. Elect one Deacon to serve on the Congregational Nominating Committee for a one year term.
3. Allow for the opportunity to appoint a "youth deacon".

G. The Moderator (or co-moderator) of the Deacons shall form work groups or committees of the Board of Deacons, as needed, and appoint committee chairpersons. The Moderator (or co-moderator) of the Deacons shall be an ex-officio member of all committees of the Board. In consultation with the Moderator of Session, the Moderator (or co-moderator) of the Deacons may also appoint Deacon representatives to teams or committees established by the Session.

H. The Board of Deacons shall meet jointly with the Session at least annually to confer on matters of interest to both boards.

Article V - The Endowment Committee

A. Purpose: The Endowment Committee's purpose is to help assure the financial security of The First Presbyterian Church of Northville by building and maintaining endowments and other restricted funds for the long-term support of the church and its mission. The Endowment Committee is accountable to Session.

B. Membership and Accountability: The Endowment Committee shall consist of five voting members, three of whom shall be elected at large by the Congregation and two of whom shall be elected by the Session. The Committee may invite additional members to serve without vote. The Committee shall annually select one of the persons elected directly by the Congregation to serve as its Chairperson/Moderator. This Committee shall be accountable to Session and shall provide an annual report to the Session of its activities.

C. Election and Terms of Office: Members of the Endowment Committee who are elected by the Congregation shall serve for a term of three (3) years in such a manner that one of their number will have a term of office expiring each year. Election shall take place at the Meeting of the Congregation when church officers (elders and deacons) are elected. Members elected by the Session shall serve for two years in such a manner that one of their number will have a term of office expiring each year. Members elected by the Session shall be Elders and may be, but are not required to be, serving on the Session for the duration of their term on the Endowment Committee. At least one member elected by the Session shall be a member of the Session for the duration of their term on the Endowment Committee.

D. Vacancies: A vacancy on the Endowment Committee may be filled by appointment by the Session for the remainder of the unexpired term.

E. Responsibilities: The functions and responsibilities of the Endowment Committee are as follows:

1. Engage in stewardship activities designed to promote the building of endowment funds through testamentary gifts or other specified contributions to existing or newly created endowments or restricted funds
2. Direct, manage and monitor the investment and disbursement of all donor-restricted funds in investment vehicles such as mutual funds, securities or other instruments which, with approval of Session are deemed appropriate.
3. Determine whether disbursements shall be made from any donor restricted funds, legacy funds, and the amount of any such disbursement. In making any such decision, the Endowment Committee shall be guided by any directive in any instrument pertaining to the purpose of the specific fund from which the disbursement is to be made. The Endowment Committee shall not approve any disbursement that is inconsistent with the terms of any instrument pertaining to said funds. Legacy funds are restricted and shall not be used for the Church's normal operating purposes. In urgent circumstances and by the approval of Session, Legacy funds can be borrowed for a period of not more than 12 months. At the time of payback, interest shall be included at an equivalent rate as that earned under other Legacy fund investments.

F. Meetings: The Endowment Committee shall meet at least quarterly, and at other times as needed.

Article VI – Amendments to By-Laws

A. These By-Laws may be amended, subject to the Constitution of the Presbyterian Church (U.S.A.) and the laws of the State of Michigan, at any Annual Meeting or at any special meeting of the Congregation, by a two-thirds vote of those present.

B. These Bylaws shall be reviewed and reissued as necessary by the congregation every five (5) years.

Article VII – Administrative Items

A. The Fiscal Year of the Corporation shall be July 1 through June 30.

B. The registered office and principal place of business of the Corporation is 200 E. Main Street, Northville, Michigan 48167.

C. The registered agent of the Corporation at such office shall be appointed by the Session. There is no time limit on this position but each time a new person is named, the State must be notified.

D. The Clerk of Session is authorized to correct article and section designations, punctuation and cross references, and to make such other technical and confirming changes as may be deemed necessary to reflect the intent of FPCN.

Approved by the Congregation on 9/30/2018.