

**BYLAWS OF
SOUTHMINSTER PRESBYTERIAN CHURCH (U.S.A.)**

**ARTICLE I
NAME**

The name of the organization shall be Southminster Presbyterian Church (U.S.A.), hereinafter referred to as *Southminster Presbyterian Church* or *Church*.

**ARTICLE II
PURPOSE**

1. Southminster Presbyterian Church, for ecclesiastical purposes, is a particular congregation of the Presbyterian Church (U.S.A.) and, as such, recognizes that The Constitution of the Presbyterian Church (U.S.A.) is, in all its provisions, obligatory upon this congregation and upon its members.
2. Southminster Presbyterian Church, for legal purposes, is an entity incorporated under the laws of the State of Ohio and is subject to state statutes and regulations governing such corporations.
3. All boards, councils, committees, plans, and work of this congregation shall be in harmony with and confirm to The Constitution of the Presbyterian Church (U.S.A.).

**ARTICLE III
MEMBERSHIP**

1. Membership of this congregation as an ecclesiastical body shall be active members of the Church in good standing as defined by The Constitution of the Presbyterian Church (U.S.A.), in which no age restrictions are applied.
2. Membership in this congregation as a corporate body for the purpose of voting on matters of corporate business shall be limited to persons who are members of this congregation as defined in paragraph 1 above and are of legal age as stipulated by laws of the State of Ohio.

**ARTICLE IV
MEETINGS**

1. A regular meeting of this congregation shall be held within the first quarter of each fiscal year to receive reports, to approve the installed teaching elders' terms of call, and for the transaction of any business properly coming before such meeting. A second meeting shall be held within the fourth quarter of each fiscal year for the purpose of electing Church officers and members-at-large for the Church officer Nominating Committee and for the transaction of any business properly coming before such meeting.
2. Special meetings may be called at any time by the Session or by the Presbytery of the Miami Valley or by the Session when requested in writing by one-fourth of the active membership. Such calls shall state clearly the purpose of the special meeting, which matters shall conform to The Constitution of the Presbyterian Church (U.S.A.); and no other matters save those specified in the call shall be considered.

3. All congregational meetings, ecclesiastical and corporate, shall be held at a convenient place normally used by the congregation for routine gathering.
4. All congregational meetings shall be conducted in accordance with Robert's Rules of Order except in cases where The Constitution of the Presbyterian Church (U.S.A.) provides otherwise.
5. Public notice of the time, place, and purpose of meetings of the congregation shall be given on two successive Sundays prior to the meeting. For the purpose of calling a teaching elder, public notice ten days in advance including two successive Sundays prior to the meeting shall be required.
6. A quorum for a congregational meeting shall consist of ten percent of the active membership.
7. The Moderator of Session shall preside over meetings of the congregation. If the pulpit is vacant or if the teaching elder and the Session agree that subjects to be discussed require it or if the Moderator is ill or otherwise unable to attend, another minister of the Presbytery of the Miami Valley shall be invited by the Session to preside. Such an invitation shall be cleared through the chairperson of the Committee on Ministry of the Presbytery of the Miami Valley.
8. The Clerk of Session shall perform the duties of a recording secretary of congregational meetings and shall serve as Secretary of the corporation. If the Clerk is unable to attend a particular meeting, the Session shall appoint a secretary to serve in his/her stead.
9. Voting by proxy shall not be allowed at any congregational meeting held for ecclesiastical purposes. Laws of the State of Ohio do require that voting by proxy be allowed for meetings of the corporation. Any votes by proxy shall be in writing and shall be deposited with the Secretary of the corporation prior to the corporate meeting at which the vote is to be cast.
10. All congregational meetings, ecclesiastical and corporate, shall be opened and closed with prayer.

ARTICLE V ORDAINED SERVICE

1. SESSION
 - A. The Session shall consist of the Moderator, associate teaching elders, and 15 ruling elders, in active service, divided into three equal classes, effective January 1, 2014.
 - B. The Session is responsible for the whole life of Southminster Presbyterian Church and shall have authority over all affairs and activities of said congregation except such matters as may be specifically accorded to the teaching elders, to the congregation as a whole, or to the broader governing body of the Presbyterian Church (U.S.A.).
 - C. The duties and responsibilities of ruling elders elected to the Session shall be those prescribed by The Constitution of the Presbyterian Church (U.S.A.).
 - D. The Session shall organize itself into councils, as needed, to carry out its mission. Nothing in these bylaws shall preclude the addition of members-at-large to these councils.
2. TRUSTEES

- A. Ruling elders elected to the Session shall serve concurrently as trustees for the congregation and directors of the corporation. The designation of trustee is established herein to satisfy requirements of the Presbyterian Church (U.S.A.) and requirements of the State of Ohio. Any statement in these bylaws which refers to the Session pertains to a joint board of its members serving in a dual capacity.
 - B. As trustees, the Session shall hold in trust all property of Southminster Presbyterian Church for the benefit and use of the Presbyterian Church (U.S.A.). Subject to the two restrictions given below, the Session shall have the power to sell, lease, convey, dispose of, or mortgage the whole or any part of the property, either real or personal, which Southminster Presbyterian Church may own; and it shall have the power to receive, refuse, or purchase other property and to sign all legal documents for and on behalf of the congregation.
 - C. Said powers as to real estate shall not be exercised by the Session except when authorized to do so by at least two-thirds of the votes cast at a corporate meeting of the congregation called for that purpose.
 - D. Said powers as to real estate shall not be exercised by the Session except when authorized to do so by approving action of the Presbytery of the Miami Valley.
3. BOARD OF DEACONS
- A. The Board of Deacons shall consist of 15 deacons, in active service, divided into three equal classes, effective January 1, 2014.
 - B. The duties and responsibilities of deacons elected to the Board shall be those prescribed by The Constitution of the Presbyterian Church (U.S.A.).
 - C. The Board of Deacons shall organize itself into committees, as needed, to carry out its mission. Nothing in these bylaws shall preclude the addition of members-at-large to these committees.
4. No person shall serve on both the Session and the Board of Deacons concurrently.

ARTICLE VI OFFICERS OF THE CORPORATION

1. Officers of the corporation of Southminster Presbyterian Church shall be elected annually by the Session at its January meeting and the slate approved by the congregation at its first quarter annual meeting. Officers shall include President, Vice President, Secretary, and Treasurer. All officers shall be elected each year to serve one-year terms.
2. **PRESIDENT AND VICE PRESIDENT.** The President of the corporation shall serve as the responsible legal agent of the congregation in its incorporated entity in accordance with the statutes and regulations of the State of Ohio. The President shall moderate all corporate meetings of the congregation. The Vice President shall assume the duties of the President in his/her absence. Both the President and the Vice President shall be currently serving members of the Session.
3. **SECRETARY.** The Clerk of Session shall also serve as Secretary of the corporation. The Clerk of Session shall keep minutes of all Session and congregational meetings, both ecclesiastical and corporate, and submit them to the Presbytery of the Miami Valley for review annually or as requested; keep timely records of all members of the congregation; and maintain registrations of marriages, infant and adult baptisms, ordinations, and installations. The Clerk shall keep the Session informed on matters of importance and pertinent meetings

of broader judicatories of the denomination. The Clerk shall perform other duties as may be imposed from time to time by the Session or by the Moderator.

4. **TREASURER.** The Church Treasurer shall also serve as Treasurer of the corporation. The Treasurer shall keep a true and accurate book of accounts, which shall be reviewed at least once a year by an independent CPA appointed or hired by the Session or by a committee appointed by the Session. The Treasurer shall give such surety bond as the Session may require, the premium for which is to be paid out of the general fund of the congregation. The Treasurer shall present an itemized statement to the Session at its regular monthly meeting and shall make a full financial report to the congregation at its first-quarter annual meeting.
5. All officers shall be active members of the congregation in good standing.

ARTICLE VII CHURCH OFFICER NOMINATING COMMITTEE

1. Each year, not later than March 31, a Nominating Committee of members of the congregation shall be formed. Two members of the committee shall be elected by and from the Session, one of whom shall be named by the Session as chairperson. One member of the committee shall be elected by and from the Board of Deacons. The congregation shall elect six members-at-large, which will constitute a majority of the committee. For the purpose of the Church officer Nominating Committee, members-at-large shall not be current members of the Session or of the Board of Deacons.
2. The Nominating Committee shall present a slate of ruling elders and deacons to the congregation. The list of nominees will be available to the congregation, in as complete a form as possible, one week in advance of the meeting at which elections are to take place. Nominations will be in equal number to the number of positions open. This includes full terms of three years and any unexpired terms which may exist. No ruling elder or deacon shall be elected for a term of more than three years nor shall a ruling elder or a deacon serve consecutive terms aggregating more than five years.
3. The Moderator of the Session shall be a member of the Nominating Committee *ex officio* (without vote).

ARTICLE VIII AMENDMENTS

1. These bylaws may be amended or repealed subject to the charter of the corporation, the laws of the State of Ohio, and The Constitution of the Presbyterian Church (U.S.A.) at any annual meeting or at any special meeting of the congregation by a two-thirds vote of the eligible voters present, provided that a full reading of the proposed changes or a printed distribution of same shall have been made in connection with the call of the meeting.
2. These bylaws or the charter of the corporation shall not be amended to be contrary to or as not to include the provisions of The Constitution of the Presbyterian Church (U.S.A.).

Adopted by the Session: August 8, 2011
Adopted by the Congregation: August 28, 2011