

**FOR CONGREGATIONAL REVIEW AND APPROVAL
December 6 2020**

**Changes (in red) are proposed to Sections V, X and XI
The changes to Sections V and XI were approved by Session on June 23, 2020**

**The change to Section X was approved by Session on August 25, 2020 (N.B. 6
years is in accordance with the Book of Order, 3 years is longer than the 1 year
per the Book of Order).**

**Bylaws
Southminster Presbyterian Church**

I. Purpose and Vision Statements

Southminster Presbyterian Church in Dayton, Ohio, 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 as well as the local and global community, and to promote peace and justice in the world.

The vision of Southminster Presbyterian Church is to be the head, heart and hands of Jesus Christ, driven by God's love for our church and the world beyond.

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

Southminster Presbyterian Church (hereinafter referred to as *the Church*) is a member church of the Presbytery of the Miami Valley (hereinafter referred to as *the Presbytery*) in the Synod of the Covenant of the Presbyterian Church (U.S.A.).

III. Governance of the Church

The Church recognizes and shall be governed in accordance with The Constitution of the Presbyterian Church (U.S.A.); and it is, in all its provisions, obligatory upon this congregation and upon its members. All boards, teams, plans and work of this congregation shall be in harmony with and confirm to The Constitution of the Presbyterian Church (U.S.A.).

The 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.

These bylaws shall provide specific guidance for the Church. *Roberts Rules of Order (Newly Revised)* shall be used for parliamentary guidance except in cases where The Constitution of the Presbyterian Church (U.S.A.) provides otherwise.

IV. Incorporation & Officers

In accordance with the laws of the State of Ohio, the congregation shall cause and has caused a Corporation to be formed.

Officers of the Corporation shall include President, Vice President, Secretary and Treasurer, elected to serve one-year terms, whose responsibilities are as follows:

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.

Secretary. The Clerk of Session shall also serve as Secretary of the Corporation. The Secretary shall keep minutes of all meetings of the congregation, both ecclesiastical and corporate.

Treasurer. The Church Treasurer shall also serve as Treasurer of the Corporation. The Treasurer shall keep true and accurate records, with financial oversight by a compilation by a third-party accounting firm hired 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.

V. Meetings of the Church Congregation

Consistent with the laws of the State of Ohio, both ecclesiastical and corporate business may be conducted at the same meeting of the congregation.

There shall be an annual meeting of the congregation in the first quarter of each fiscal year for the purpose of receiving the annual report, approving the terms of call for the installed Teaching Elder(s), transacting any business properly coming before such meeting and electing officers of the Corporation.

A second meeting of the congregation shall be held in the fourth quarter of each fiscal year for the purpose of electing Church officers and members-at-large for the Church officer Nominating Team and transacting any business properly coming before such meeting.

Special meetings may be called at any time by the Session, by the Presbytery of the Miami Valley or by the Session when requested in writing by one-fourth of the membership. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call.

The Congregation may meet by electronic means if all members have reasonable notice of the electronic meeting and the ability to discuss and vote on business items. The quorum for such a meeting of the Congregation shall be as specified in Section VII.

VI. Notice of Meetings of the Congregation

Public notice of the time, place (normally a place used by the congregation for routine gathering), and purpose of a meeting of the congregation shall be given on two successive Sundays prior to the meeting. For the purpose of calling a Teaching Elder, public notice in advance including two successive Sundays prior to the date of the meeting shall be required.

VII. Quorum for Meetings of the Congregation

The quorum of a meeting of the congregation shall be the Moderator, the Clerk of Session/Secretary and at least ten percent of the membership. The Clerk of Session shall determine that a quorum is present. If the Clerk is unable to attend a particular meeting, the Session shall appoint a Clerk of Session/Secretary *pro tem* to serve in his/her stead. If the Clerk of Session/Secretary is not present on the date of the meeting, the congregation shall elect a Clerk of Session/Secretary *pro tem*. All members of the congregation present at either stated or special meetings are entitled to vote.

Voting by proxy shall not be allowed for any meetings of the congregation held for ecclesiastical purposes. Laws of the State of Ohio 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.

VIII. Moderator for Meetings of the Congregation

The Pastor/Head of Staff shall moderate the ecclesiastical meeting, opening and closing with prayer. If there are co-pastors, they shall alternately preside at ecclesiastical meetings. When the Church is without a pastor, the Moderator appointed by the Presbytery shall preside. If it is impractical for the Pastor/Head of Staff or the Moderator of the Session appointed by the Presbytery to preside, he/she shall invite, with the concurrence of the Session, an Associate Pastor or another Teaching Elder of the Presbytery to preside. When this is not expedient and when both the Pastor/Head of Staff and the Moderator concur, a member of the Session may be invited to preside.

Since the Pastor/Head of Staff is not a member of the Corporation, the President of the Corporation or another member of the Session shall be invited to moderate the corporate meeting, opening and closing with prayer.

IX. Minutes of Meetings of the Congregation

The minutes of meetings recorded by the Clerk of Session/Secretary shall be attested by the Session, recorded in the official minutes book, and approved at the next meeting of the congregation.

X. Church Officer Nominating Team

In the fourth quarter of each fiscal year, the congregation shall elect six members-at-large to the next year's Church officer Nominating Team, which shall constitute a majority of the Team. Members-at-large shall not be current members of the Session or of the Board of Deacons. The other members of the Team shall be two members elected by and from the Session, one of whom shall be named by the Session as chair, and one member elected by and from the Board of Deacons. The Pastor/Head of Staff shall serve as *ex officio* and without vote.

There shall be 21 Ruling Elder seats on the Session and 15 Deacons on the Board of Deacons, divided into three equal classes, one class of which shall be elected each year for a three-year term. No Ruling Elder or Deacon shall be elected for a term of more than three years and may not serve consecutive terms aggregating more than five six years. A Ruling Elder or a Deacon having served a total of five six years shall be ineligible for re-election to the same board for a period of at least one three years. Furthermore, no person shall serve on both the Session and the Board of Deacons concurrently.

In the fourth quarter of each fiscal year, the Nominating Team shall present a slate of Ruling Elders and Deacons to the congregation which shall include three-year nominees as well as nominees to fill any unexpired terms, to assure three equal classes. Nominees shall be representative of the demographics and rich diversity of the congregation and shall possess the gifts for their office. Ruling Elders shall possess wisdom and maturity of faith and exhibit skills in leadership and compassion. Deacons shall have a spirit of compassion, witness, and service and skill in spiritual care.

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. While nominations will be in equal number to the number of positions open, full opportunity will be given to the congregation for nominations from the floor of any member of the congregation; and, if there are nominations from the floor, vote will be by written ballot. A majority of members present and voting shall be required to elect.

When a person has been elected to the office of Ruling Elder or Deacon, the Session shall provide a period of study and preparation, after which the Session shall examine them as to their personal faith; knowledge of doctrine, government and discipline contained in The Constitution of the Presbyterian Church (U.S.A.); and the duties of the ministry.

XI. Ruling Elders

The Session is responsible for the whole life of the Church and shall have authority over all affairs and activities of the congregation except such matters as may be specifically accorded to Teaching Elders, to the congregation as a whole, or to the Presbyterian Church (U.S.A.).

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.).

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 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. As trustees, the Session shall hold in trust all property of the 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 the 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. However, such powers as to real estate shall not be executed 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. Moreover, 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.

Each year at its January meeting, the Session shall elect a Clerk of Session and a Treasurer and shall organize itself into teams, as needed, to carry out its mission. Nothing in these bylaws shall preclude the addition of members-at-large, selected by the teams; however, to encourage diversity and turnover, no member-at-large shall serve more than six consecutive years on the same team and shall be absent for a period of three years prior to returning to the same team.

A quorum for meetings of the Session shall be the Pastor/Head of Staff or other Moderator serving as *ex officio* and a simple majority of the currently serving Ruling Elders.

The Session may meet by electronic means if all active elders have reasonable notice of the electronic meeting and the ability to discuss, deliberate, and discern the will of God and vote on business items. The quorum for such a meeting shall be the Pastor/Head of Staff or other Moderator serving as *ex officio* and a simple majority of the currently serving Ruling Elders.

XII. Deacons

The duties and responsibilities of Deacons elected to the Board of Deacons shall be those prescribed by The Constitution of the Presbyterian Church (U.S.A.). Deacons shall serve under the supervision and authority of the Session.

Each year at its January meeting, the Board of Deacons shall elect a Moderator and a Secretary from among its members and shall organize itself into teams, as needed, to carry out its mission. Nothing in these bylaws shall preclude the addition of members-at-large, selected by the teams; however, to encourage diversity and turnover, no member-at-large shall serve more than six consecutive years on the same team and shall be absent for a period of three years prior to returning to the same team.

A quorum for meetings of the Board of Deacons shall be the Pastor/Head of Staff or his/her designee serving as *ex officio* and a simple majority of the Deacons.

XIII. Vacancies

Vacancies on the Session or on the Board of Deacons may be filled at a stated or a special meeting of the congregation, as the Session may determine.

XIV. Amendments

These bylaws may be amended subject to the Articles of Incorporation, the laws of the State of Ohio and The Constitution of the Presbyterian Church (U.S.A.) at any stated or 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.

Approved by the Session: August 25, 2020
Approved by the Congregation: December 2020