

BYLAWS

WEBSTER PRESBYTERIAN CHURCH

I. Statement of Purpose, Mission and Ministry

Webster Presbyterian Church (“WPC” or the “Church”) 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, the community and the world, and to promote peace and justice in the world so that all may come to know Jesus Christ, to love him, to serve him, and to enjoy him forever.

II. Relation to the Presbyterian Church (USA)

The Church is a member of the Presbytery of Genesee Valley (“Presbytery”) in the Synod of the Northeast of the Presbyterian Church (USA) (hereafter, PC(USA)).

III. Governance of the Church

The Church shall be governed in accordance with the *Constitution of the Presbyterian Church (USA)*. Consistent with that Constitution, these Bylaws shall provide guidance for the Church.

IV. Meetings of the Congregation

A. Annual Meeting. There shall be an annual meeting of the congregation in the Church building on a Sunday in January to be designated by the Session. The agenda for the annual meeting shall include, but not be limited to, the following matters: presentation of the annual reports of the committees and organizations of the Church (information only), presentation of the report of the All-Church Nominating Committee listing nominations for the following year’s at-large members of the All-Church Nominating Committee for election by the congregation, presentation of the financial report for the preceding year, review of the budget for the current year (information only), and consideration of changes in the terms of call for the pastor(s), if any.

B. Regular Meeting. There shall be a regular meeting of the congregation on a Sunday in December to be designated by the Session. The agenda for the regular meeting shall include, but not be limited to, presentation of the report of the All-Church Nominating Committee listing nominees for the following year’s officers.

C. Special Meetings. Special meetings of the congregation may be called by the Session. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call.

D. Call for Congregational Meeting. Meetings of the congregation shall be called by the Session, by the Presbytery, or by the Session when requested in writing by one fourth of the active members on the roll of the congregation.

E. Notice for Meetings of the Congregation. Public notice of any meeting of the congregation shall be given in printed and verbal form on at least two (2) successive Sundays prior to the meeting. When the meeting is called for the purpose of electing a pastor, the notice shall be given in printed and verbal form at least ten (10) days in advance, which shall include two (2) successive Sundays.

F. Quorum for a Meeting of the Congregation; Voter Eligibility. A quorum of a meeting of the congregation shall be the Moderator, the Clerk and at least ten percent (10%) of the Church members who are listed on the active membership rolls of the Church. The Clerk shall determine that a quorum is present. Only active members may vote. Voting by proxy is not allowed. Pursuant to the requirements of New York State law, only active members who are at least 16 years old shall be eligible to vote on questions dealing with Church property and/or on such other matters that are determined to be strictly corporate business in nature.

G. Moderator. The installed pastor shall ordinarily moderate all meetings of the congregation. If it is impractical for the pastor to preside, he or she shall invite another teaching elder who is a member of the Presbytery to serve as moderator. If there is no installed pastor, or the installed pastor is unable to moderate and/or to name another moderator, the Presbytery shall make provision for a moderator.

H. Secretary and Minutes. The Clerk of Session shall serve as secretary for all meetings of the congregation. If the Clerk of Session is unable to serve, the congregation shall elect a secretary for that meeting. The secretary shall record the actions of the congregation in minutes of the meeting. If the congregation does not approve the minutes of a congregational meeting before adjournment, the Session shall read, correct, and approve the minutes of that congregational meeting at its next scheduled meeting and shall enter them into the permanent record. At the next meeting of the congregation, the Clerk shall have the minutes available and shall report the Session's action. The congregation may ask to have them read and may make additions or corrections by vote. The minutes of each meeting shall be attested by the moderator and the secretary and shall be entered in the minute book of the Session. Copies of the minutes may also be posted within the Church and/or on the Internet web page of the Church.

I. Parliamentary Procedure. All meetings of the congregation shall be conducted in accordance with the most recent edition of Roberts Rules of Order except in those cases where the Constitution of the PC(USA) or these Bylaws provides otherwise.

V. All-Church Nominating Committee

The congregation shall form a nominating committee to select candidates for elected offices of the Church.

A. Members. The Nominating Committee shall consist of at least seven (7) members who are representative of the active members of the Church. Membership shall include the following: one (1) active elder designated by Session; one (1) deacon designated by the Board of Deacons; one (1) trustee designated by the Board of Trustees; four (4) members from the con-

gregation who are elected by the congregation (may not be active members of Session, Deacons or Trustees). The pastor shall be an *ex officio* member of the Committee without a vote. The elder designated by Session shall act as moderator of the Committee.

B. Term. Members of the Committee shall be elected annually for a one (1) year term. No member shall serve more than three (3) years in a six year period.

C. Duties. The Committee shall bring to the congregation nominations for officers of the congregation only for the number of vacancies to be filled. The nomination and election of officers shall express the rich diversity of the congregation's membership and shall guarantee participation and inclusiveness. When elections are held, full opportunity shall always be given to the congregation for nominations from the floor of the congregational meeting by any active member of the congregation. A majority of all active members present and voting shall be required to elect. The Committee shall also bring to the congregation nominations for the following year's at-large members of the All-Church Nominating Committee.

VI. Officers of the Church

A. Officers. The officers of the Church are the ministers of the Word and Sacrament (also called teaching elders), active elders (also called ruling elders), active deacons and active trustees, each of which is elected by the congregation and currently serving on a Church board. The Church officers may from time to time assign duties to other agents or staff of the Church to assist in administering the business of the Church

B. Vacancies, Removal and Resignation. Any officer of the Church may resign at any time by giving written notice to the Session, the Clerk or the Pastor. Any such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective. When a person is unable to function in office, removal from office may be made by the Session in accordance with the Book of Order and the position shall be filled by election of a successor by the congregation. No officer should have more than 3 consecutive unexcused absences from the scheduled monthly meeting.

VII. Session

A. Composition. The affairs of the Church shall be governed, managed, supervised and controlled by the Session of the Church. The Session shall consist of the Pastor, the Associate Pastor and sixteen (16) ordained elders in active service.¹ Session shall have responsibility for governing the congregation and guiding its witness to the sovereign activity of God in the world, so that the congregation is and becomes a community of faith, hope, love, and witness. As it leads and guides the witness of the congregation, Session shall keep before it the marks of the Church, the notes by which Presbyterian and Reformed congregations have identified themselves throughout history and the six Great Ends of the Church, all as described in the Form of Government of the Book of Order (F-1.0302 through F-1.0304).

¹ The congregation approved a schedule for reducing the size of Session from 18 members to 15 members (exclusive of the youth elder) as follows: 17 members in 2011, 16 members in 2012 and 15 members in 2013. (Minutes of Congregational Meeting held on January 30, 2011)

B. Officers of Session. The Pastor shall be the moderator of Session. The Clerk of Session shall be a ruling elder elected by Session for such term as it may determine.

C. Election of Elders. The congregation shall elect sixteen (16) elders. The elders shall be divided into three equal classes of five (5) each, one class of whom shall be elected each year for a three (3) year term. In addition, a youth representative shall be elected each year to serve for a one (1) year term. No ruling elder shall be eligible to serve more than six consecutive years, and a ruling elder who has served six consecutive years shall be ineligible for election to Session for at least one year.

D. Annual Meeting of Session. The Session, at its first meeting following the installation of officers, shall: (1) elect an elder to serve as Clerk of Session, (2) designate committee chairpersons and co-chairpersons for the standing committees of the Session, (3) elect a Church treasurer, (4) select one voting and one alternate voting delegate to the Presbytery for the ensuing year, (5) receive the Annual General Assembly Report, and (6) receive annual reports of all committees and organizations of the Church.

E. Meetings of Session. The date for the regular meetings of Session shall be the first Monday of each month unless changed by a majority vote of the elders. Special meetings of the Session may be called in accordance with Section G-3.0203 of the Book of Order. A quorum for a Session meeting shall be the Pastor or other presiding officer and at least one-third (1/3) of the elders, except for the admission of new members to the Church for which a quorum shall be the Moderator and two (2) elders then serving on Session.

F. Committees of Session. In order to meet the responsibilities of the Session as outlined in the Book of Order, the Session may organize itself into committees. The standing committees of the Session shall be posted on the WPC web page and hard copies of a list of Session committees shall be made available in the church office. A member of Session shall serve on each committee. The chair of each committee shall be designated by Session and shall be responsible for reporting the activities of the committee at the monthly Session meetings. Where applicable, said committee may oversee a budget in order to function. All expenditures that are authorized by the committee shall be reported to the Session at the following committee meeting. Each committee shall also provide a written annual report of its activities for presentation at the annual meeting of the congregation. A quorum for a committee meeting shall be three (3) committee members.

VIII. Board of Deacons

A. Composition. The Board of Deacons shall consist of twenty-two (22) ordained deacons in active service.² The ministry of deacon is one of compassion, witness and service, sharing in the redeeming love of Jesus Christ for the poor, the hungry, the sick, the lost, the friendless, the oppressed, those burdened by unjust policies or structures, or anyone in distress. Dea-

² The size of the Board of Deacons (exclusive of the youth deacon) is reduced from 24 members to 21 members as follows: 23 members in 2011, 22 members in 2012 and 21 members in 2013. (Minutes of Congregational Meeting held on January 29, 2012 approving Bylaw amendments)

cons shall perform duties related to this ministry and other duties delegated to them from time to time by Session.

B. Election of Deacons. The congregation shall elect twenty-two (22) deacons. The Board of Deacons shall be divided into three equal classes of seven (7) each, one class of whom shall be elected each year for a three (3) year term. In addition, a youth representative shall be elected each year to serve for a one (1) year term. No deacon shall be eligible to serve more than six consecutive years, and a deacon who has served six consecutive years shall be ineligible for election to the Board of Deacons for at least one year. The deacons shall be under the supervision and authority of the Session of the Church.

C. Annual Meeting of Board of Deacons. The Board of Deacons, at its first meeting following the installation of new officers, shall elect a Moderator, Co-Moderator and Clerk from among its members and shall form such committees as necessary to carry out its work. The Co-Moderator shall serve as Moderator the following year. The Pastor or his/her designee from the staff of the Church shall be an advisory member of the Board of Deacons. A quorum for the Board of Deacons shall be one-third (1/3) of the members, including the Moderator.

IX. Board of Trustees

A. Composition. The Board of Trustees shall consist of thirteen (13) members who are responsible for the physical maintenance of church property, insurance matters, entering into contracts in the name of, and / or on behalf of the Church, unless otherwise restricted by Session under Article XI "Contracts" of these Bylaws, disbursement of funds and appropriations for the acquisition of new capital equipment when necessary. In addition to these responsibilities, the Board of Trustees, when acting in a corporate capacity for Webster Presbyterian Church, shall have the following powers as specified in the Book of Order: to receive, hold, encumber, manage, and transfer property, real or personal, for the congregation, provided that in buying, selling and mortgaging real property, the trustees shall act only after the approval of the congregation, granted in a duly constituted meeting; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the congregation, all subject to the authority of the Session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.). The powers and duties of the trustees shall not infringe upon the powers and duties of the Session or the Board of Deacons.

B. Election of Trustees. The congregation shall elect thirteen (13) trustees. A trustee shall be a member who is listed on the active membership rolls of the Church. The Board of Trustees shall be divided into three equal classes of four (4) each, one class of whom shall be elected each year for a three (3) year term. In addition, a youth trustee shall be elected each year to serve for a one (1) year term. No trustee shall be eligible to serve more than six consecutive years, and a trustee who has served six consecutive years shall be ineligible for election to the Board of Trustees for at least one year. The Board of Trustees shall be under the supervision and authority of the Session of the Church.

C. Annual Meeting of Board of Trustees. The Board of Trustees, at its first meeting following the installation of officers, shall elect a Moderator, Vice Moderator and a Secretary 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 one-third (1/3) of the members, including the Moderator.

X. Church Finances

A. Treasurer. The Treasurer shall be elected by Session and shall be supervised by Session. The Treasurer shall oversee all funds of the Church. The duties of the Treasurer include: (1) interfacing with the payroll service to insure proper payment of employees; (2) requesting mission payments and providing accurate mission and memorial account financial reports; (3) reconciling all bank accounts. In addition, the Treasurer shall perform such other duties incident to the office as Session may from time to time determine.

B. Financial Secretary. The Financial Secretary shall be elected by Session and shall be supervised by Session. The duties of the Financial Secretary include: (1) receiving all funds coming to the Church and depositing such funds in banks selected by Session; (2) providing accurate weekly reports of deposits to the Treasurer; (3) maintaining the accounting systems in such a manner as to give a true and accurate accounting of the financial transactions of the church; (4) providing financial reports promptly to the Session upon request of Session; (5) insuring that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. In addition, the Financial Secretary shall perform such other duties incident to the office as Session may from time to time determine. Pursuant to the requirements of the Book of Order, all offerings received shall be counted by at least two (2) persons or a fidelity bonded person.

XI. Contracts

Session may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Church by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount unless in the ordinary course of business.

XII. Indemnification

Each person who is or was an elder, deacon, trustee or any other officer of the Church, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Church to the full extent permitted or authorized by the laws of the State of New York, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and claims arising in connection with such persons conducting in his or her capacity, or in connection with his or her status, as an elder, deacon, trustee or officer of the church. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which he or she may be entitled under any other Bylaws or agreement, or otherwise, and shall

not limit in any way any right that the Church may have to make different or further indemnification with respect to the same or different person or classes of persons.

XIII. Sexual Misconduct Policy

WPC shall maintain a Sexual Misconduct Policy that has been approved by the Session for all staff, members, volunteers who work in any capacity with children and youth and all outside organizations who use the facilities of Webster Presbyterian Church. This Policy shall be available to the church community and to the general public at the main office of WPC.

XIV. Incorporation

Webster Presbyterian Church, having been incorporated in 1851 as The Presbyterian Society in Webster, is a New York State religious corporation. Both ecclesiastical and corporate business may be conducted at the same meeting of the congregation. (Book of Order G-1.0503)

XV. Amendments to the Bylaws

Subject to the requirements of New York State Law and the Book of Order, these Bylaws may be amended by a two-thirds (2/3) vote of the voters present at a meeting of the congregation provided that the proposed changes have been posted on the WPC web page or distributed in printed form at the same time as the call of the meeting at which the changes are voted upon.

XVI. Repeal of Bylaws

Effective the date of adoption or approval of any amendments of these Bylaws by the congregation, any Bylaws which may have been previously adopted or approved by the congregation of the Church are repealed and replaced.

Bylaws adopted by congregation: 7/3/2011
Amended by congregation: 1/29/2012