

# BYLAWS OF THE FIRST PRESBYTERIAN CHURCH OF FORT LAUDERDALE, INC.

## I. GENERAL

1.1 PURPOSE. The First Presbyterian Church of Fort Lauderdale 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 and residents of the community, and to promote peace and justice in the world.

1.2 ORGANIZATION. Our Church is called the First Presbyterian Church of Fort Lauderdale. It is part of the Presbytery of Tropical Florida (the “Presbytery”), the Synod of South Atlantic, and the Presbyterian Church (U.S.A.). We operate under the laws of the State of Florida as a non-profit corporation known as First Presbyterian Church of Fort Lauderdale, Inc. (the “Corporation”) and are subject to the provisions of the Florida Not for Profit Corporation Act and all other laws of the State of Florida. We qualify as a charity under Section 501(c)(3) of the Internal Revenue Code and as such are subject to the applicable provisions of that Code.

1.3 INTERPRETATION. *This Corporation is formed to carry out the mission of the Church of Jesus Christ as that mission is defined by the great ends of the church set forth in the Constitution of the Presbyterian Church (U.S.A.) and to perform all other responsibilities permitted under Florida non-profit corporation law.* These Bylaws incorporate, by reference, sections of the 2015-2017 edition of *The Book of Order*.

1.4 MEETING RULES. The most recent edition of *Robert’s Rules of Order* shall govern the conduct of meetings of the congregation and its boards and committees. No provision of *Robert’s Rules of Order* shall apply when in conflict with any section of the *Book of Order* or these Bylaws.

1.5 MISSION. The Mission of First Presbyterian Church is to make disciples of Jesus Christ by:

- Leading people to Jesus Christ
- Learning about our faith
- Living a Christ-centered life
- Loving our neighbor through ministries of service and compassion.

## II. MEMBERS

2.1 MEMBERSHIP. Membership includes baptized members, active members, and affiliate members. Membership shall comply with the applicable sections of the Book of Order. Session is responsible for preparing those who would become active members of the Congregation.

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2.2 **COMMITMENT.** Membership is a joy and a privilege. It is also a commitment to participate in Christ's mission. A faithful member bears witness to God's love and grace and promises to be involved responsibly in the ministry of Christ's Church supporting the ministry of the church through the giving of money, time and talents.

2.3 **ROLLS.** Membership shall be reviewed annually. Session shall seek to restore members to active membership and provide written notice before removing any member from active membership.

### **III. ORDERED MINISTRY**

3.1 **SESSION.** Session is the governing body of the church,

3.1.1 **COMPOSITION.** The Session shall be composed of ruling elders elected by the Congregation, and teaching elders (the Pastor serving as Moderator, and the Associate Pastor(s)). Session membership shall number not less than eighteen nor more than twenty-four ruling elders. The exact number shall be determined by Session annually.

3.1.2 **CLASSES.** The ruling elders serve on Session in three classes, one of which shall be elected each year at the annual or special meeting of the Congregation for a three year term.

3.1.3 **VACANCY.** If a vacancy occurs on Session, Session shall determine whether to fill that vacancy for the remainder of the unexpired term. If Session determines to fill the vacancy, the Church Nominating Committee shall nominate a replacement(s) to be voted on by the Congregation.

3.1.4 **DUTIES.** Session shall be responsible for the mission and government of the Church, the business affairs of the corporation, the supervision and management of all Church property, and the annual election of the Clerk of Session. All Church and Corporate officers shall be responsible to Session.

3.1.5 **MODERATOR.** The Pastor shall be the Moderator of Session and may invite another teaching elder of Presbytery to moderate.

3.1.6 **BOARD OF DIRECTORS.** Those ruling elders who are eligible under civil law shall serve as the Board of Directors of the Corporation. *Directors shall serve until their successors are installed.*

3.1.7 **QUORUM.** The quorum of Session shall be a majority of members.

3.1.8 **COMMITTEES.** Session shall establish and approve standing committees. Ruling elders shall serve as chair and vice-chair of each standing committee and shall be appointed by the Moderator annually. Temporary committees may be approved as needed.

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3.1.9 VOTING. A motion is passed with a majority of the Session members present. Voting by proxy on a matter before Session is not permitted.

3.1.10 E-MAIL. If an issue is procedural or needs to be decided expeditiously, an electronic vote shall be permitted. Required e-mail response time shall be forty-eight hours or less as needed. Quorum (3.1.7) and voting (3.1.9) requirements apply. Such e-mail vote and action shall be recorded in the minutes of the next regularly scheduled meeting of Session.

3.1.11 PROCEDURES. Session shall establish a procedure for each of its specific duties. Those procedures shall define how each duty or mission is to be accomplished and administered by committees and Church's staff. The procedures approved by Session shall be contained in its Administrative Manual of Operations which is maintained by the Clerk of Session.

3.1.12 POLICIES. Each committee shall submit its proposed policies to Session for approval. The policies approved by Session shall be contained in its Administrative Manual of Operations which is maintained by the Clerk of Session.

3.1.13 COMMISSIONERS. Session shall elect ruling elders as Commissioners to the Presbytery of Tropical Florida. Commissioners shall maintain a relationship with the Presbytery, Synod and General Assembly in such a way as to implement principles of inclusiveness, *participate in planning and administration of the work of higher councils and in consultation between governing bodies.*

3.2 BOARD OF DEACONS. The Board of Deacons is responsible for a ministry of compassion and service.

3.2.1 COMPOSITION. The Board of Deacons shall be composed of those persons elected by the Congregation, ordained and installed as officers of the Church. The Board of Deacons membership shall number not less than thirty nor more than forty-five members. The exact number shall be determined by Session annually.

3.2.2 CLASSES. Members of the Board of Deacons serve in three classes, one of which shall be elected each year at the annual or special meeting of the Congregation for a three year term.

3.2.3 VACANCY. If a vacancy occurs on the Board of Deacons, Session shall determine whether to fill that vacancy for the remainder of the unexpired term. If Session determines to fill the vacancy, the Church Nominating Committee shall nominate a replacement(s) to be voted on by the Congregation.

3.2.4 DUTIES. The Board of Deacons shall minister to needs of the congregation. The Board of Deacons shall operate under the authority and supervision of Session and shall perform such duties as Session may prescribe.

3.2.5 MODERATOR. The Board of Deacons shall elect its own Moderator to serve for one year.

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**3.3 OFFICERS OF THE CORPORATION OF FIRST PRESBYTERIAN CHURCH OF FORT LAUDERDALE, INC.**

3.3.1 OFFICERS. The officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer and one or two Assistant Treasurers, all of whom must be active members of the church and eligible under civil law. The Secretary of the corporation shall be the Clerk of Session. *The exercise of the civil and temporal responsibilities of the corporation's officers shall not infringe on the ecclesiastical or spiritual responsibilities of the Session.*

3.3.2 ELECTION. The officers shall be nominated by a committee composed of the three most recent Presidents of the corporation. The Pastor shall serve *ex officio* and without vote. Persons to be considered for the office of President shall be selected from current ruling elders. These nominees and the Clerk of Session shall be presented to Session for election. All officers shall be elected annually.

3.3.3 VACANCY. If a vacancy occurs within the corporate officers, the Session shall determine whether to fill that vacancy for the remainder of the unexpired term. If the Session determines to fill the vacancy, the provisions of 3.3.2 shall be followed.

3.3.4 DUTIES. Session shall assign and supervise the duties of the officers.

**IV. CONGREGATIONAL MEETINGS.**

4.1 ANNUAL MEETINGS. There will be two Congregational Meetings annually, one for the purpose of electing officers and one for the purpose of receiving the annual reports and to review the Pastors' terms of call.

4.2 SPECIAL MEETINGS. Special Congregational meetings may be called by Session, by the Presbytery, or when requested in writing by one-fourth of the active members on the rolls of the Congregation. The business to be conducted at special meetings shall be limited to items specifically listed in the call for that meeting.

4.3 MODERATOR AND SECRETARY. A Pastor shall moderate all meetings of the Congregation. The Clerk of Session shall serve as secretary of all Congregational meetings.

4.4 NOTICE. Public notice of the special or annual meetings of the Congregation shall be published in our church bulletin on two successive Sundays prior to the date of the meeting. *The meeting may be held after the announcement on the second Sunday.*

4.5 QUORUM. A quorum necessary to conduct business at an annual or special meeting of the Congregation shall be ten percent of the total active membership.

4.6 VOTING. Only active members in attendance at Congregational meetings shall be entitled to vote. A majority of all those active voting members present shall be required to adopt a motion. Voting by proxy on a matter before the congregation is not permitted.

**V. CHURCH NOMINATING COMMITTEE.**

5.1 COMPOSITION. The Church Nominating Committee shall be composed of five active members of the Congregation drawn from and representative of its membership; two ruling elders selected from Session, one of whom shall be selected as chair and the other as vice chair, and one Deacon elected by and from the Board of Deacon. The Pastor/Associate Pastor(s) shall serve ex officio and without vote.

5.2 ELECTION. At the Congregational meeting where officers of the church are elected, the Church Nominating Committee shall be elected to serve for one fiscal year with a second year of eligibility. The committee is accountable only to the Congregation and must report its nominations to the Congregation.

5.3 DUTIES. The Church Nominating Committee shall determine nominees for election as Ruling Elders, the Board of Deacons, and the upcoming Church Nominating Committee. These nominees shall be presented for election at a Congregational meeting.

5.4 NOMINATIONS FROM THE FLOOR. When elections are held, full opportunity shall always be given to the Congregation for nominations from the floor by any active member of the Congregation. A majority of those active voting members present shall be required to elect.

5.5 PASTOR NOMINATING COMMITTEE (“PNC”). The Church Nominating Committee shall nominate, and the Congregation shall elect, persons to serve on the Pastor/Associate Pastor Nominating Committee when the church is without a Pastor/Associate Pastor. The committee’s duty shall be to nominate a Pastor/Associate Pastor for election by the congregation with the guidance and permission of Presbytery.

**VI. AMENDMENTS**

These Bylaws may be amended, subject to the Articles of Incorporation, the laws of the State of Florida, and the Constitution of the Presbyterian Church (U.S.A.), by two-thirds vote of the active members present at a regular or special meeting of the Congregation provided that the proposed changes in printed form shall have been distributed to the active members of the Congregation at least thirty days prior to the date of the meeting.