

**BYLAWS**

**OF**

**PASADENA PRESBYTERIAN CHURCH, INC.**

**Effective as of May 1, 2017**

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**PASADENA PRESBYTERIAN CHURCH, INC.**

**PREAMBLE**

Pasadena Presbyterian Church, Inc., hereinafter referred to as the “Church” or the “Corporation”, is a member congregation of the ECO: A Covenant Order of Evangelical Presbyterians, a church denomination (“ECO”), and of the ECO Presbytery exercising ecclesiastical jurisdiction over the Church pursuant to the *Constitution* (the “Presbytery”). As such, the Church subscribes to the ECO *Essential Tenets* and is governed by the ECO *Polity* and *Rules of Discipline*, respectively. The *Essential Tenets*, *Polity* and *Rules of Discipline*, as amended from time to time, collectively constitute the ECO *Constitution*, which is incorporated into and made a part of this document.

This Corporation shall constitute the corporation through which the Church shall act legally as described in the ECO *Polity*. The following bylaws set forth provisions for the governance and operation of the Corporation. These bylaws shall at all times be subject to the provisions of the ECO *Constitution*, and the applicable provisions of the ECO *Constitution* shall take priority over any inconsistent provisions in these bylaws. These bylaws are also subject to the Florida Not for Profit Corporation Act (the “Act”) and to the Amended and Restated Articles of Incorporation of the Church.

**ARTICLE I.**  
**CONGREGATIONAL MEMBERS/COVENANT PARTNERS**

Section 1.1 Status and Voting Rights. The congregational members of the Church, referred to in the ECO *Constitution* and hereafter as “covenant partners,” shall be those individuals who have been elected to membership by the session and who have subsequently neither resigned their membership nor been removed from membership by the session. Each covenant partner shall be entitled to one vote on matters requiring membership approval. Without limitation, the following actions require approval of the covenant partners:

1. Electing elders and deacons.
2. Calling (electing) the pastor and associate or assistant pastors.
3. Buying, mortgaging, transferring or selling real property.
4. Requesting the Presbytery to dismiss the Church to another presbytery of ECO or to another Reformed body.
5. Amending the Church’s Articles of Incorporation or these bylaws.

Section 1.2 Meetings. An annual meeting of the covenant partners shall be held by the end of the second calendar quarter of each year at the time and place as determined by the session, for the purpose of electing elders and deacons, and for the transaction of such other business as may come before the meeting. A special meeting of the covenant partners, for any purpose or purposes, may be called by the session and shall be called by the session upon the written request of the covenant partners having at least five percent of the votes entitled to be cast at such meeting.

(a). Notice of Meetings. Except as otherwise prescribed by statute, written notice of each meeting of the covenant partners stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in each prior worship service held in the week of such meeting and in the week prior to such meeting, with each week beginning on a Sunday.

(b). Participation in Meetings. Any or all covenant partners may participate in any meeting through the use of any means of communication as determined by session for such meetings by which all persons participating in the meeting may hear each other during the meeting, and all such participation shall qualify for purposes of establishing a quorum. No covenant partner shall be entitled to vote by proxy at any meeting of the covenant partners.

(c). Approval of Actions. Except as otherwise provided in these bylaws, five percent of the voting members shall constitute a quorum of the covenant partners for action on a matter, and action is approved if the applicable quorum for such matter exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action.

(d). Other. The session is not required to prepare a members’ list in connection with any meeting of the covenant partners, and minutes of the meetings of covenant partners shall be recorded and preserved by the Secretary or Stated Clerk of the meeting for review and approval by the session.

## **ARTICLE II. SESSION**

Section 2.1 General Powers. Except as otherwise provided in the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the session, also referred to as the board of trustees.

Section 2.2 Composition. The session shall consist of the elders currently in office, the pastor and each associate or assistant pastor. The number of elders in office shall be not less than six as determined from time to time by the session. The pastor and each associate or assistant pastor shall serve as designated members of session with voting rights. The pastor shall serve as the moderator of meetings of the session. In the event of an emergency, a member of session may be elected by the session to moderate a meeting, with consent of the pastor if the pastor can be contacted.

Section 2.3 Meetings. A regular annual meeting of the session shall be held at such time and place as may be determined by the session, for the purpose of appointing additional corporate officers, if any, and for the transaction of such other business as may come before the meeting. The session will conduct monthly meetings at 7:00 pm on the fourth Tuesday of each month, unless otherwise determined by the pastor or by vote of the session. The session may provide by resolution the time and place for the holding of additional regular meetings. Special meeting of the session may be called by or at the request of the senior pastor, the president or two or more elders. The pastor shall fix the time and place for holding any special meeting of the session.

(a). Notice of Meetings. Notice of a special meeting of the session stating the date, time and place of the meeting shall be given to each session member at such session member's business or residential address at least five days prior to the date of such special meeting by mailing of written notice by first class, certified or registered mail, or at last two days prior to the date of such special meeting by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wired or wireless communication, and the method of notice need not be the same as to each session member. A session member may waive notice of any meeting as provided in the Act. The manner of notice shall be as determined by the session or the secretary.

(b). Participation in Meetings. Members of the session or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication as determined by session for such meetings by which all session members participating may hear each other during the meeting.

(c). Quorum and Voting. A majority of the session members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the session, and the vote of a majority of the session members present at a meeting at which a quorum is present shall be the act of the session, unless otherwise required by these bylaws. A session member participating in a meeting pursuant to paragraph (b). above is deemed to be present at the meeting. No session member may vote or act by proxy at any meeting of the session.

Section 2.4 Ministries. The session may designate from among its members one or more ministries, or committees, each of which, to the extent provided in the resolution establishing such ministry or these bylaws, shall have and may exercise all of the authority of the session, except as prohibited by the Act, the articles or organization or these bylaws. The delegation of authority to any ministry shall not operate to relieve the session or any member of the session from any responsibility or standard of conduct imposed by the Act or these bylaws. Rules governing procedures for meetings of any ministry shall be the same as those set forth in the bylaws or the Act for the session unless the session or the ministry itself determines otherwise.

### **ARTICLE III. ECCLESIASTICAL OFFICES**

Section 3.1 Types of Offices. The Church shall have various ecclesiastical offices as set forth in the ECO *Polity*, including pastors, elders and deacons. Deacons shall serve in capacities determined by the session.

Section 3.2 Elections of Elders and Deacons.

(a). Terms of Elders and Deacons. The terms of office of the elders and deacons shall be for three years. The elders and deacons shall be divided into three classes, with the term of each class expiring in a different year. An elder or deacon elected to fill a vacancy shall have the remaining term of the class to which such elder or deacon is elected. Elders and deacons may serve for more than two complete consecutive terms, subject to nomination by the nominating committee and re-election by the covenant partners.

(b). Nominating Committee. A nominating committee shall consist of at least two covenant partners elected by the covenant partners annually, two elders appointed by the session, and one deacon appointed by the board of deacons. Members of the nominating committee shall serve from their appointment through the subsequent annual meeting of the covenant partners. The nominating committee shall solicit from the congregation names of potential candidates, and shall, if required in the *Polity*, examine individuals prior to their nomination by the committee. Covenant partners may nominate other elder or deacon candidates at any meeting at which an election of elders or deacons is held.

(c). Voting. In an election of elders or deacons, that number of candidates equaling the number of elders or deacons to be elected, having the highest number of votes cast in favor of their election, are elected as elders or as deacons. Twenty-five covenant partners shall constitute a quorum for the election of one or more elders or deacons.

Section 3.3 Election of Pastors.

(a). Election and Term. The covenant partners shall elect (i.e., call) each pastor and each associate or assistant pastor at a meeting called by the session for such purpose. Each such pastor shall not take office until the subsequent appointment (i.e., installation) of such pastor by the

Presbytery. A parish associate may be called solely by the session. Each pastor shall hold such office until such individual's resignation or removal.

(b). Pastor Nominating Committee. In the event of a current or pending vacancy in the position of pastor, or associate or assistant pastor, the session shall call a special meeting of the covenant partners to elect a pastor or associate or assistant pastor nominating committee consisting of at least three covenant partners. The session shall nominate candidates to serve on such committee. At such special meeting, the covenant partners shall vote for at least three committee members from the candidates nominated by session and any other candidates nominated at such meeting.

(c). Voting for a Pastor. When a pastor nominating committee has determined a candidate, and in the case of an associate or assistant pastor, such candidate has been approved by the session and the Presbytery, the session shall call a meeting of the covenant partners to vote on such candidate. The candidate shall be elected if the votes cast in favor of the candidate exceed the votes cast against the candidate.

Section 3.4 Installation. Installation, and if appropriate, the ordination, of pastors, and associate and assistant pastors occurs as required by the *Polity* of the Presbytery of Florida. Installation of elders and deacons shall commence following a service of installation and ordination, if appropriate, conducted by the pastor in accordance with the ECO *Polity*.

#### **ARTICLE IV. CORPORATE OFFICERS**

Section 4.1 Selection of Officers. The officers of the Corporation shall include a president, vice president, a secretary and a treasurer, each of whom shall be elected for open-ended terms by the session. The pastor, or an associate or assistant pastor, may not be a corporate officer. The session may also appoint such other officers, assistant officers and agents as it may consider necessary or useful. Such other officers shall have terms as may be determined by the session as applicable. Except as otherwise required by the ECO *Constitution*, other corporate officers need not be session members but must be covenant partners of the Church. The session may designate either the secretary or an assistant secretary as clerk of session.

Section 4.2 Authority and Duties of Corporate Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the session or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a). President and Vice-President. The president shall, subject to the direction and supervision of the session:

1. preside at all meeting of the trustee committee;
2. have authority to execute legal instruments and document on behalf of the Corporation as directed by session or the trustee committee; and

3. perform all other duties as from time to time may be assigned to such office by the session or trustee committee.

The vice-president shall serve as president in the absence of the president.

(b). Secretary. The secretary shall:

1. keep the minutes of the proceedings of the session and any committees of the session;

2. see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

3. be custodian of the corporate records; and

4. in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the session.

Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(c). Treasurer. The treasurer shall:

1. be the chief financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the session;

2. make such reports to the session as may be required at any time; and

3. perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the session.

Assistant treasurers, and the bookkeeper, if any, shall have the same powers and duties, subject to the supervision by the treasurer.

## **ARTICLE V. FIDUCIARY MATTERS**

Section 5.1 Indemnification. The Corporation shall indemnify each session member, officer, employee and volunteer of the Corporation while they are serving in such capacity and after they are no longer serving in such capacity to the fullest extent permissible under the laws of the State of Florida, and may, at its discretion, purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this section. The Corporation shall pay for or reimburse reasonable expenses incurred by any person identified in this section who is a party to any proceeding in advance of final disposition of the proceeding to the extent permitted under the laws of the State of Florida.

Section 5.2 Loans. No loans shall be made by the Corporation to any of its covenant partners, session members or corporate officers.

Section 5.3 Compensation. Elders and deacons shall not receive compensation for their service as elders and deacons. However, elders and deacons shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any non-elder or non-deacon capacity, including any capacity as a corporate officer. Any such services and

compensation shall not be allowed if the session determines there to be any potential or actual conflict of interest.

Section 5.4 Resignation and Removal. Any officer may resign at any time by giving written notice to the pastor or to the session. An officer's resignation shall take effect upon receipt of the written notice by the pastor or the session, unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An office shall be deemed to have resigned in the event of such officer's incapacity as determined by session. An ecclesiastical officer may be removed at any time by action of the session, subject to any action required by the Presbytery under the *ECO Constitution*. In addition, the session or the trustee committee may remove any corporate officer at any time. Finally, the session may remove any officer from active participation in the affairs of the Church, other than session meetings, pending action required for removal from office of such officer.

## **ARTICLE VI. AMENDMENT OF BYLAWS AND ARTICLES OF ORGANIZATION**

Section 6.1 Bylaws and Articles of Organization. Provisions of these bylaws and the articles of organization may be amended by the covenant partners subject to the following specific requirement for amendment of certain provisions: for so long as the Church remains a member congregation of ECO, the Preamble and this Article VI of the bylaws shall not be amended without consent of the Presbytery, and no amendment to the Article of Incorporation inconsistent with the *ECO Constitution* shall be made.

## **ARTICLE VII. MISCELLANEOUS**

Section 7.1 Corporate Seal. The Corporation shall have a corporate seal with the words "The Pasadena Presbyterian Church, Inc., a Florida not-for-profit corporation."

Section 7.2 Bank Checks and other Instruments. Bank checks, notes, bills of exchange and other orders in writing shall be executed by such person or persons as designated from time to time by the session.

Section 7.3 Contracts. Except as otherwise provided for in these bylaws, the session may authorize any pastor, associate or assistant pastors, officers or agents to enter into any contract on behalf of the Corporation, and such authorization may be a general or limited authorization as determined by the session.

I HEREBY CERTIFY that the above and foregoing Bylaws of PASADENA PRESBYTERIAN CHURCH, INC. were duly adopted by a vote of its covenant partners that was sufficient for approval on the \_\_\_\_\_ day of \_\_\_\_\_, 2017.

PASADENA PRESBYTERIAN CHURCH, INC., a Florida  
Not-for-Profit Corporation

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Signature

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Printed Name and Title