

STANDING RULES AND BYLAWS OF
THE CONGREGATION OF
HERITAGE PRESBYTERIAN CHURCH AT BENICIA

PREAMBLE

The Congregation of the Heritage Presbyterian Church at Benicia, California, organized and existing under and by virtue of the statutes of the State of California, is an ecclesiastical organization and a nonprofit religious corporation subject to and an integral part of the Presbytery of the Redwoods, Synod of the Pacific, and the Presbyterian Church (U.S.A.). It is subordinate to the Constitution of the Presbyterian Church (U.S.A.) except in such instances as may violate the laws of the State of California. The following combined Standing Rules and Bylaws are adopted as containing the principles of its government.

I. NAME

This Congregation shall be identified by the name: "Heritage Presbyterian Church at Benicia, California".

II. PRINCIPAL OFFICE

The principal office for the transaction of the business of the church shall be located at 1400 East Second Street in the City of Benicia, State of California.

III. MEMBERSHIP

Section 3.1: All who profess faith in Christ, promise obedience to His laws, and accept the ordinances of the Church according to the Confession of Faith and Book of Order of the Constitution of the Presbyterian Church (U.S.A.) are eligible to become members of the church and become members on acceptance by the Session at a regular meeting or duly called special meeting. *(G-1.0301) **(Section 9151 (d)).

Section 3.2: Membership in the Church may be terminated or suspended by the Session in accordance with state law and the Book of Discipline of the Constitution of the Presbyterian Church (U.S.A.), the provisions of which are incorporated herein and made a part hereof. *(G-3.0204a, D-12.0104b). ** (Section 9340).

* Chapters and Section numbers in parentheses refer to the Form of Government of the Constitution of the Presbyterian Church (U.S.A..) which bear upon the preceding section of the Combined Standing Rules and By-Laws.

** Section numbers in parentheses refer to the Nonprofit Religious Corporation Law in the California Corporations Code.

IV. GOVERNMENT

Section 4.1: Officers. The officers shall consist of the installed pastor(s) and elders. (*G-2.0401).

Section 4.2: The Session. The Session shall have authority over all of the affairs and activities of this church, both spiritual and corporate, except in such matters that these Bylaws specifically accord to the pastor, to the congregation, or to a higher authority. The Session shall be composed of a minimum of Nine (9) ruling elders and the pastor as moderator. The pastor of the church shall be the moderator of the Session and the Session shall not meet without the pastor except as provided in the Form of Government *(G-3.0201).

The Session shall elect a Clerk from within or without its own membership. The Session may organize itself into committees in such a manner as it sees fit, to fulfill its responsibilities most effectively. *(G-1.0505)

The Session shall hold at least ten (10) stated meetings a year, may be called by the moderator upon notice to all members and shall be called upon the request of any two or more members thereof, and upon the direction of the Presbytery. A quorum for the transaction of business shall be a majority of the ruling elders on the Session plus the moderator.

The Session may also authorize and delegate duties to such other organizations as may be deemed necessary to carry on missionary, benevolent, or other work of the congregation. All such organizations and committees shall give an account of their activities, through their proper officers, to the congregation at the Annual Meeting, and to the Session when required. They shall furnish an annual financial statement from their organizations or committee to the Treasurer. *(G3-02).

Section 4.3: Ruling Elders. Only active members of the congregation, who are in good standing, shall be eligible for the office of Ruling Elder. The Ruling Elders shall be divided into three classes, one class to be elected annually, as provided in Article VII below, and to hold office for three years. *(G-2.0404).

- a. No ruling elder shall be elected to the Session for a term of more than three years, nor shall a ruling elder serve on the session for consecutive terms, either full or partial, aggregating more than six years. A ruling elder having been elected to the session for consecutive terms aggregating six years shall be ineligible to serve thereon for a further term until at least one year has elapsed from the expiration of the last term for which that person was elected.
- b. Vacancies on the Session shall be filled as soon as possible after the vacancy occurs, by election at a special meeting of the congregation, and in no case later than three months after such vacancy has occurred.
- c. When each Ruling Elder is elected, he/she shall also be a Trustee of the Corporation of the church, except that Elders under the legal age of eighteen (18) years may not serve as Trustees.

The duties of Trustees shall be those of corporate officers and such other duties as are delegated to them by the Presbyterian Church (U.S.A.), the Bylaws of the congregation, and the Session of this church.

Only a person elected to the Session shall be eligible to serve as a trustee, and he/she may serve in that capacity only for the duration of his/her term as an active Ruling Elder.

V. CORPORATE FUNCTIONS OF THE SESSION

Section 5.1: The corporate affairs of the Church shall be controlled and directed by the Session, which shall be deemed the Board of Directors (Board of Trustees) of the Corporation as required under the Non-profit Religious Corporation Law of the State of California.

** (Section 9151).

Section 5.2: The Board of Trustees shall exercise all corporate powers and discharge all corporate duties permitted by law except as limited herein. *(G-3.0201) ** (Section 9210).

Section 5.3: The Session shall make an annual report to the members of the Congregation setting forth the following:

- a. A statement of the assets and liabilities of the church; and
- b. The receipts and disbursements for the previous year; and
- c. An estimate of the expenses and income for the ensuing year; and
- d. A statement of new business deemed necessary to be undertaken.

Section 5.4: The books of account of the church shall be open to inspection by the Session and Members of the Congregation at all time, except that demand for inspection by members of the Congregation other than at the annual meetings of the Congregation must be made in writing upon the Moderator or Stated Clerk. The right to inspect includes the right to make extracts. ** (Section 9512).

Section 5.5: Whenever hereafter the Church is formally dissolved by the Presbytery of the Redwoods, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as it may have, both real and personal shall be held, used, and applied for such uses, purposes, and trusts as the Presbytery of the Redwoods may direct, limit, and appoint, or such property may be sold or disposed of as the Presbytery of the Redwoods may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.) and the Corporation Code of the State of California.

Section 5.6: Notwithstanding the foregoing, the property of this corporation is irrevocably dedicated to religious or charitable purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code. No part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 5.7: The Moderator shall preside at all meetings of the Board of Trustees and shall see that all orders and resolutions of the Board are carried out. He/she, with the Stated Clerk, shall sign and execute all contracts and agreements authorized by the Board. He/she shall employ and

discharge, subject to the approval of the Board, such agents and employees as the business or the Corporation shall from time to time require, and prescribe their duties terms of employment, and compensation. He/she shall convene meetings of the Corporation (unless the Board shall designate another) and shall preside at such meetings. He/she shall also perform any and all duties which the Board shall from time to time prescribe for his/her office and which are determined by law.

Section 5.8: The Stated Clerk shall attend all meetings of the Corporation and the Session and shall act as clerk thereof and shall record the proceedings of such meetings in a book kept for the purpose and shall, with the Moderator, sign and execute all contracts and agreements authorized by the Session. He/she shall keep the seal of the Corporation and shall cause it to be affixed to any instrument requiring it. He/she shall keep at the principal office open to inspection by members of the congregation at all reasonable times, the original or a certified copy of the Bylaws of the Corporation as amended or otherwise altered to date. He/she shall attend to the giving and serving of all notices of the Corporation required by law or these Bylaws. He/she shall also attend to such correspondence as may be assigned to him/her and perform all other duties incidental to his/her office or prescribed by the Board of Trustees or by law. The Stated Clerk shall be deemed to be the Secretary of the Corporation for purposes of the California Non-Profit Religious Corporation Law. ******(Section 9213).

Section 5.9: The Treasurer shall have custody of the funds of the church and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Session. He/she shall have such other powers and duties as prescribed by the Session or by law. The Treasurer may have custody of the benevolence treasury. The Treasurer shall be deemed to be the Chief Financial Officer for purposes of the California Non-profit Religious Corporation Law. ******(Section 9213 (a)).

VI. MEETINGS OF THE CONGREGATION

Section 6.1: Order of Business. The Session shall arrange the order of business of the congregational meetings. *(G-1.0502)

Section 6.2: Stated Meetings. There shall be two (2) Stated Meetings of the Congregation each year; a meeting shall be held in the last quarter of the calendar year at a time and place specified by the Session for the purpose of electing ruling elders. The Annual Meeting shall be held in January, at a time and place specified by the Session to receive reports of church organizations, including financial reports, to review the budget for the year, to transact any and all business that may properly come before it, and to elect the members at large from the congregation to serve on the church nominating committee. *(G-1.0501)

Announcements of all meetings of the congregation shall be made on two successive Sundays preceding the time of the meetings.

The Pastor, or, in his/her absence, a minister appointed by the Redwoods Presbytery, shall be Moderator at all meetings.

As required by the laws of the State of California, only members of full age (18) shall be eligible to vote on the business of the Corporation. Otherwise, all active members of the church are eligible to vote at all stated and special meetings of the church.

Voting by proxy is not permitted.

Section 6.3: Special Meetings. Special meetings of the Congregation may be called by the Session upon its own motion or by the Session upon order of the Redwoods Presbytery.

The business of the special meeting shall be announced when the calls for the meeting are made on the two successive Sundays preceding the time for the meeting. The calls for the meeting shall state clearly the purpose of such special meeting and no other matter save that specified in the call may be considered. The Pastor shall preside at all meetings of the congregation. When the church is without a pastor, the moderator of the session appointed by the presbytery shall preside at all congregational meetings. If it is impractical for the pastor or the moderator of session appointed by presbytery to preside, he or she shall invite, with the concurrence of the session, another minister of the presbytery to preside. In addition, the moderator of the session of a church with a vacant pulpit may request an elder who is a member of the presbytery's committee on ministry, the state clerk, executive presbyter, or associate executive presbyter, to preside; such elder may not moderate the meeting of a congregation of which that elder is a member. When this is not expedient, and when both the pastor or the moderator of the session and the session occur, a member of the session may be invited to preside.

Section 6.4: Quorum. Twenty per cent (20%) of the active members of the congregation, plus the Moderator and Clerk, shall constitute a quorum at all regular or special meetings of the Congregation.

Section 6.5: Clerk. The Clerk of Session, or an appointed assistant from the Session, shall be secretary of the meetings of the congregation.

VII. NOMINATIONS AND ELECTIONS OF RULING ELDERS

Section 7.1: There shall be a representative Nominating Committee elected at the annual meeting. At least two members of this committee shall be elders designated by the session, one of whom shall be currently on the session and serve as moderator of the committee. Other members of the committee, in sufficient number to constitute a majority thereof (exclusive of the pastor), shall be chosen by the congregation or by such organizations within the church as the congregation may designate, none of whom may be in active service on the session. The pastor shall be a member of this committee, serving ex officio and without a vote. The nominating committee shall be chosen annually and no member of the committee shall serve more than three years consecutively. *(G-3.0111)

Section 7.2: The Nominating Committee shall submit consenting nominees for church officers to the Congregation at the stated meeting held in the last quarter of the calendar year. The nominating Committee shall present one eligible person for each office to be filled. Public notice of the names of nominees shall be given at least one week prior to election. Additional nominations may be

made from the floor by any eligible voter, provided the person so nominated shall have consented beforehand to have his/her name presented. *(G-2.0401)

Section 7.3: Only active members of the Congregation in good standing, and who are present at the meeting may vote. *(G-1.0501)

Section 7.4: No Proxies are permitted. A majority of the votes shall determine a choice. Voting shall be by secret ballot, except that when no nominations other than those presented by the Nominating Committee are made, the voting may be by acclamation.

Section 7.5: Preparation for Office. When persons have been elected to the office of elder, the Session shall confer with them as to their willingness to undertake the office. The minutes of Session shall record the completion of a period of study and preparation, after which the Session shall examine them as to their personal faith; knowledge of the doctrine, government, and discipline contained in the Constitution of the church; and the duties of the office. If the examination is approved, the Session shall appoint a day for the service of ordination and installation. If the examination is not approved for one or more elected officers, the Session shall report its action to the congregation's nominating committee, which shall bring nomination(s) to a special meeting of the congregation for any office(s) not filled. *(G-2.0402)

VIII. CHOICE OF A PASTOR

Section 8.1: Pastor Nominating Committee. The Session shall call a congregational meeting to elect a Pastor Nominating Committee representative of the whole congregation, whose duty it shall be to nominate a minister to the Congregation for election as pastor. The Committee shall be elected according to the Book of Order of the Presbyterian Church (U.S.A.). *(G-2.0802)

Section 8.2: The Committee shall elect, from its members, a presiding officer and such other officers as needed. The Committee shall confer with the Presbytery's Committee on Ministry as provided by the Constitution of the Presbyterian Church (U.S.A.).

Section 8.3: When the committee is ready to report, it shall notify the Session, which shall call a congregational meeting for the purpose of acting on the report of the Pastor Nominating Committee. *(G-2.0803)

Section 8.4: When the Congregation is convened for the election of a pastor, the Moderator of the Session or some other minister of the Redwoods Presbytery appointed by him/her shall preside, and the Clerk of Session shall act as Secretary. After the Pastor Nominating Committee presents its report, the Moderator shall put the questions, "Are you ready to proceed to the election of a pastor?" If they declare themselves ready, the Moderator declares the name submitted by the Nominating Committee to be in nomination. Only active members in good standing may vote. A majority of the voters present and voting shall be required to elect. The vote shall be taken by secret ballot. The same procedures shall be followed in the selection of an Associate Pastor.

IX. RULES OF ORDER

All meetings of the Congregation and Corporation shall be conducted in accordance with the General Rules for Governing Bodies adopted by the General Assembly of the Presbyterian Church (U.S.A.) so far as they apply, and when they do not apply, then according to the Roberts Rules of Order Newly Revised. All meetings shall be opened and closed with prayer.

X. AMENDMENTS

Section 10.1: These Bylaws may be amended subject to the Charter of the Corporation, the laws of the State of California, and the Constitution of the Presbyterian Church (U.S.A.) at any annual meeting or at any special meeting by a two-thirds (2/3) vote of those present and voting, provided that a full reading of the proposed changes or a printed distribution of the same shall have been made in connection with the call of the meeting.

Section 10.2: Any bylaws amendments legally required by the laws of the State of California or the Presbyterian Church (U.S.A.) shall not require a vote of approval of the Congregation.

Section 10.3: These Bylaws or the Charter of the Corporation may not be amended contrary to or so not to include the provisions of the Constitution of the Presbyterian Church (U.S.A.).

XI. ADOPTION

The above Bylaws were amended and updated by a 2/3rd vote of the congregation on December 18, 2016.

Signature _____
Sandy Kirkpatrick, Clerk of Session