BYLAWS
First Presbyterian Church of Huntsville, Alabama
Proposed Amendments
February 2019

I. Statement of Purpose

The Presbyterian Church of Huntsville, Alabama, also known as The First Presbyterian Church of Huntsville, Alabama (hereinafter sometimes 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 and residents of the community, and to promote peace and justice in the world.

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

The Church is a member church of the North Alabama Presbytery in the Synod of Living Waters of the Presbyterian Church (U.S.A.).

III. Governance of the Church

The church shall be governed in accordance with the Constitution of the Presbyterian Church (U.S.A.) and the action of the Church in 1984 pursuant to Section G-8.0700 of the *Book of Order,* except as restrained or limited by the rights of the Church granted under state law with respect to the management, control, disposition, or alienation of Church real estate and other assets. These bylaws provide specific guidance for the Church but shall in no way limit the rights of the Church under state law. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

IV. Incorporation

The Church is incorporated under the laws of the state of Alabama. Notwithstanding any other provision of these bylaws, with respect to all Church assets, however described, the Church shall always remain a distinct and independent church corporation free from the regulation and control of any higher church body, denomination or other organization with which it is now, or hereafter, associated or affiliated, insofar as the management, control, disposition or alienation of its corporate assets is concerned.

V. Congregational and Corporate Meetings

A. Meetings

There shall be an annual meeting ("Annual Meeting") of the congregation in the sanctuary of the Church, or at such other location as shall be designated by the session, on the second Sunday in January of each year, at which time at least the following business shall be presented: budget for current year (information only), any changes in the terms of call for the pastor(s), and electing for at large members of the Nominating Committee for a term of one (1) year as provided in Article VI below.

The session shall call a congregational meeting in August each year (the "August Meeting" for the purpose of electing deacons, elders, and trustees.

Special meetings of the congregation may be called by the session. Such call shall clearly state the date, time, place, and purpose of such special meeting, and the business conducted at such meeting shall be restricted to that which is specified in the call.

Both ecclesiastical and corporate business may be conducted at the same meeting of the congregation.

B. Notice

Notice to the congregations of the Annual Meeting, the August Meeting or any called meeting of the congregation, shall be given by announcement from the pulpit and/or by publication in the Church bulletin at the worship services on the two successive Sundays immediately preceding the date of the congregational meeting. The meeting may be convened following the notice given on the second Sunday. If the meeting is to amend these bylaws, the notice of said meeting shall include a brief description of the essential terms of the proposed amendment, as well as information that the text of the proposed amendment shall be posted on the Church's bulletin board outside the Church office and can be accessed on the Church's website. If the meeting is to authorize the Trustees to sell or mortgage property, the notice of the time, place, and purpose of such meeting shall be posted on the bulletin board outside the Church office at least ten (10) days prior to the meeting as required by Section 10-4-25 of the Code of Alabama.

C. Moderator

The pastor shall serve as moderator at congregational meetings. When the Church is without a pastor, the moderator of the session shall preside. If it is impractical for the pastor or the moderator of the session to preside, and when both the pastor and the moderator of the session concur, the session shall designate a member of the session to preside.

D. Secretary

The clerk of session shall serve as secretary of congregational meetings. If the clerk is not present or is unable to serve, the congregation shall elect a secretary.

E. Minutes of the Meeting

The minutes of the meeting of the congregation which are recorded by the secretary shall be attested by the moderator and the secretary, and recorded in the minute book of the session. A copy of the minutes shall then be posted on the bulletin board outside the Church office for a period of 30 days following the meeting.

F. Quorum for the Meeting

The quorum of a meeting of the congregation shall be the moderator, the secretary, and one tenth of the active members of the congregation. The secretary shall determine whether a quorum is present. Only members on the active roll of the congregation may vote, regardless of age. Voting by proxy is not allowed.

VI. <u>Nominating Committee</u>

A nominating committee shall be elected at the Annual Meeting of the congregation in January of each year for the purpose of placing names in nomination as needed throughout the year. This shall include nominations for all incoming officer (elders, deacons, and trustees), as well as mid-term vacancies, members of pastor nominating committees, and all other positions requiring election.

The nominating committee shall be formed in the following manner:

(1) There shall be seven members on the nominating committee.

(2) Two of the members shall be active elders designated by the session. The session shall designate one of these elders as moderator of the committee.

(3) One of the members shall be designated by and from the board of deacons.

(4) Four of the members shall be individuals not currently serving on the session, the board of deacons, or the board of trustees and shall be nominated by the incumbent nominating committee and elected by the congregation as provided in Article V(A) above.

(5) Members of the committee shall be elected annually and no member shall serve consecutive terms.

(6) The pastor shall be an ex officio member with no right to vote.

(7) The nominating committee shall bring to the congregation nominations only for the number of positions to be filled. The nominating committee will announce the slate of nominated officers for information by publication in the Church bulletin each of the two weeks immediately preceding the election. The meeting may be convened following the notice given on the second such Sunday.

(8) At elections by the congregation, the floor shall be open for nominations. It is preferable that no nomination from the floor be made without the prior consent of such nominee.

(9) When the *Book of Order* requires congregational approval of the nominees, the nominating committee shall bring its nominations directly to the congregation without any prior approval by the session or otherwise.

VII. <u>Elders</u>

The congregation shall elect sixteen **twelve** elders divided into two **three** classes of eight **four**, one class of whom shall be elected each year at the August meeting for a two-year **three-**

year term. No elder shall serve more than two consecutive terms. An elder having served two full or partial terms shall be ineligible for reelection to the session for a period of at least one year.

Following a period of training, examination, ordination as required, and installation, the term of office starts on January 1 of each year. At the first meeting of the session after January 1, the session shall annually elect a church treasurer. A quorum for the session shall be the pastor or other presiding officer and one-third of the elders, except for the reception and transfer of members where the quorum shall be the pastor or other presiding officer and two members of the session.

VIII. <u>Deacons</u>

The congregation shall elect fourteen **nine** deacons divided into two **three** classes of seven **three**, one class of whom shall be elected each year at the August Meeting for a two-year **three-year** term. No deacon shall serve more than two consecutive terms. A deacon having served two full or partial terms shall be ineligible for reelection to the board of deacons for a period of at least one year.

Following a period of training, examination, ordination as required, and installation, the term of office starts on January 1 of each year.

The pastor shall be a non-voting ex officio member of the board of deacons. A quorum for the board of deacons shall be one-third of the deacons.

IX. <u>Trustees</u>

In accordance with the Articles of Incorporation of the Church, as amended, the congregation shall elect six trustees divided into three classes of two, one class of whom shall be elected each year at the August meeting for a three-year term. No trustee shall serve consecutive terms. A trustee having served a full or partial term shall be ineligible for re-election as a trustee for a period of at least one year. One of the six trustees shall at all times be a member of the session. **(Delete)**

Following installation, the term of office starts on January 1 of each year. Terms Of trustees shall expire when their successors have been duly elected and installed. A Quorum shall be a majority of the trustees.

X. <u>Vacancies</u>

Vacancies resulting from unexpired terms on the session, board of deacons, or trustees may be filled at the Annual Meeting, the August Meeting, or a special meeting of the congregation, as the session may determine. The nominating committee shall provide nominations for such vacancies.

XI. <u>Membership</u>

In order to join the Church all candidates shall first be approved by the session.

XII. <u>Amendments</u>

These bylaws may be amended, at the recommendation of the session, subject to the Articles of Incorporation as amended, the laws of the state of Alabama, and the Constitution of the Presbyterian Church (U.S.A.), by a two-thirds vote of the members voting at a congregational meeting.