

# **Faith Presbyterian Church Policies and Procedures Manual**

## **CHAPTER III – BY-LAWS**

For historical purposes, this Policies and Procedures Manual shall retain the original BY-LAWS, as established by Faith Presbyterian Church. The following document is the original BY-LAWS of the church:

**BYLAWS**  
**OF**  
**FAITH PRESBYTERIAN CHURCH**  
**OF TALLAHASSEE, FLORIDA, INC.**

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**BYLAWS  
OF  
FAITH PRESBYTERIAN CHURCH  
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**ARTICLE I**

**DEFINITIONS**

1. The words “Church” and “corporation” mean Faith Presbyterian Church of Tallahassee, Florida, Inc., unless otherwise specified.
2. The word “Board” means the Board of Trustees of the Church.
3. Whenever the masculine pronoun is used in these Bylaws, it shall include the feminine.

**ARTICLE II**

**MEMBERSHIP**

**Section 1 – Qualification, etc.**

The members of the corporation shall be composed of the members on the active roll of the Faith Presbyterian Church of Tallahassee, Florida. Qualification, admission, termination and all other terms and conditions of membership shall be the same as those for active membership in the Church, as they now are, or hereafter exist in accordance with the Constitution of the Presbyterian Church (U.S.A.) and the Articles of Incorporation of Faith Presbyterian Church of Tallahassee, Florida, Inc.

**Section 2 – Meetings**

The meetings of the membership shall be held at the Church and shall coincide with congregational meetings. There shall be an annual meeting and such called meetings as are necessary or desirable. The dates, times, notices, and agendas for those meetings shall be set by the

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Board of Trustees. Public notice of such meetings shall be given on two successive Sundays; and the method of notice shall be in the Sunday Church bulletin.

**Section 3 – Quorum**

The number of members present to constitute a quorum necessary to conduct business shall be the same as that required for congregational meetings of the church.<sup>1</sup> When a quorum is present at any meeting, a majority of those present shall decide any question brought before that meeting, except as may be otherwise provided in these Bylaws, or in the Articles of Incorporation.

**Section 4 -- Executive Session**

By majority vote of a quorum, the membership may convene itself in executive session and exclude all non-members from its deliberations. The executive session shall be adjourned in the same manner.

**ARTICLE III**

**BOARD OF TRUSTEES**

**Section 1 – Election and Term**

Subject to the provisions of its Articles of Incorporation, the business and property of this corporation shall be managed by a Board of Trustees composed of the elders in active service (members of the Session) of Faith Presbyterian Church. A total of 21 Trustees shall be elected, with seven members elected each year three-year terms, at the annual meeting of the membership. Election shall be by majority vote of the membership quorum. All Trustees shall hold office until their successors take office, except as otherwise provided in these Bylaws.

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**Section 2 – Meetings**

- A. The annual meeting of the Board shall be held to coincide with the annual meeting of the Session.
- B. Special meetings of the Board may be called by the Board or the President at any time, to coincide with meetings of the Session.

**Section 3 – Quorum**

The number of Trustees present to constitute a quorum necessary to conduct business shall be the same as that required for meetings of the Session. When a quorum is present at any meeting, a majority of those present shall decide any question brought before that meeting, except as may be otherwise provided in these Bylaws, or in the Articles of Incorporation.

**Section 4 – Resignations, Vacancies, etc.**

- A. Every Trustee shall be a member of the Session.
- B. Any Trustee may resign by giving written notice to the President. Any such resignation shall be effective at the time specified therein, or, if no time is specified, upon its acceptance by the Board.
- C. The Board, after giving at least 21 days written notice, may at any meeting called for that purpose, suspend, remove, or reprimand for good cause any Trustee, by a three-fourths (3/4) vote of the full Board, effective immediately.
- D. (1). Any vacancy created by resignation or removal of a Trustee who remains a member of the Session shall not be filled during the active service on the Session of that Elder.  
(2). Any vacancy created by the death of a trustee, or by resignation or removal of a Trustee who is no longer a member of the Session, shall be filled by the successor Elder elected by the Congregation (membership), who shall automatically become a Trustee.

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<sup>1</sup> Book of Order (1985-86) Sec. G-7.0305—10% of total membership.

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**Section 5 – Executive Session**

By declaration of the President or majority vote of a quorum, the Board may convene itself in executive session and exclude all persons from its deliberations who are not Trustees. The executive session shall be adjourned in the same manner.

**Section 6 – Powers and Duties**

The Board shall faithfully exercise its authority, powers, and duties pursuant to law, the Articles of Incorporation, and these Bylaws. But, as limited by the Articles, the Board shall not infringe upon the powers and duties of the Session or the Board of Deacons of the church; and shall conform to the Constitution of the Presbyterian Church (U.S.A.).

**ARTICLE IV**

**OFFICERS**

**Section 1 – Election; Term; Resignation; etc.**

- A. Officers shall be elected by majority vote of a quorum of the Board at its annual meeting. All officers shall serve for a term of one year, to take office immediately upon election and hold office until their successors take office.
- B. Any officer may resign by giving written notice to the Board. Any such resignation shall be effective at the time specified therein, or, if no time is specified, upon its acceptance by the Board.
- C. The Board, after giving at least 21 days written notice, may at any meeting called for that purpose, suspend, remove, or reprimand for good cause any Trustee, by a three-fourths (3/4) vote of the full Board, effective immediately.

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- D. Should the office of any officer become vacant, the Board may by majority vote of a quorum elect a successor, to take office immediately upon election and hold office for the unexpired term.
- E. Except for the Executive Vice-President and Treasurer, every officer shall be a Trustee.
- F. In addition to the duties set forth in this Article, the Board may prescribe other duties for the officers.
- G. All officers shall be subject to general authority and control of the Board, and shall faithfully execute their duties.

**Section 2 – President**

The President shall be the Clerk of the Session and chief executive officer of the corporation. When present, he shall preside at all meetings of the Board. The President, unless some other person is specifically authorized by vote of the Board, shall sign all documents and instruments pursuant to Board authority, which are necessary or desirable to conduct the business of the corporation.

**Section 3 – Vice President**

The Vice President, except as specifically limited by vote of the Board, shall, in the absence of the President, perform the duties and have the powers of the President, and in the absence or disability of the President shall have the power to sign all documents and instruments authorized by the Board as necessary or desirable to conduct the business of the corporation. He shall perform such other duties and have such other powers as the President shall prescribe.

**Section 4 – Executive Vice President**

An Executive Vice-President may be elected, who shall be the Church Minister. He shall be responsible for and have general authority and control over all the programs and day-to-day



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administrative operation of the corporation including, but not restricted to, direction and supervision of the Church staff, Counseling Center and staff, Pre-School and staff, the physical plant, grounds, and staff and all other church related programs and staff. He shall have such other duties and authority as are prescribed by the Board, Executive Committee, or President.

**Section 5 – Secretary**

- A. The Secretary shall keep accurate minutes of all meetings of the members of the Board and shall perform all duties incident to his office, and such other duties as may be prescribed by the President.
- B. The Board may elect an Assistant Secretary and the President may appoint an Acting Secretary, either of whom, in the absence of the Secretary, shall perform all functions of this office.

**Section 6 – Treasurer**

- A. The Treasurer, who shall be the Treasurer of the Church, shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board.
- B. He shall perform such duties as shall be prescribed by the Board, President, or Executive Vice-President including: When necessary or proper, endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or depository as the Board may designate; shall sign all receipts and vouchers and, together with such other member or members of the Board, as shall be designated by the Board sign all checks of the corporation for the payment of obligations; shall make such payments as may be necessary or proper to be made on behalf of the corporation; shall enter regularly on the books of the corporation to be kept by him for that purpose, a full and accurate account of all monies, property,

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- and obligations received and paid or incurred by him, or on account of the corporation, and shall exhibit such books at all reasonable times to any Trustee or officer on request by them, at the offices of the corporation; be custodian of the corporate seal; and shall, in general, faithfully perform all the duties incident to the office of Treasurer.
- C. The Board may elect an Assistant Treasurer, who in the absence of the Treasurer, shall perform all functions of this office.
- D. The Treasurer and Assistant Treasurer may be required by the Board to execute a fidelity bond with a surety acceptable to the Board, and in such sum as the Board may require.

**ARTICLE V**

**COMMITTEES**

**Section 1 – Executive Committee**

- A. The Board, by a majority vote of a quorum, may designate three or more of its members to constitute an Executive Committee. This Committee shall have such authority as is delegated to it by the Board and may exercise that authority in behalf of the Board when the Board is not in session.
- B. The term of the Committee shall be for one year or until its successors are designated, unless sooner terminated by majority vote of the full Board.
- C. Meetings of the Committee may be held without notice, except to its members, at such times and places as it may fix.
- D. All members of the Committee must be present to constitute a quorum necessary to conduct business. Provided, however, if a member cannot be physically present, he may participate in such meeting by telephone. The unanimous vote of all members shall be necessary to authorize or direct action.

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- E. Any member may resign by notifying the President. By a three-fourths (3/4) majority vote of the full Board, any member may be suspended or removed, effective immediately. By a majority vote of a quorum, the Board may elect a successor for any vacancy.
- F. The President of the Corporation shall be Chairman of the Executive Committee. He shall conduct all meetings; cause regular minutes of its proceedings to be kept; and report the same to the Board at the next meeting of the Board held after that Executive Committee meeting.
- G. The Executive Vice President shall be an ex-officio non-voting member of the Executive Committee.
- H. By declaration of the President or majority vote of a quorum, the Committee may convene itself in executive session and exclude all persons from its deliberations who are not Trustees. The executive session shall be adjourned in the same manner.

**Section 2 – Committees**

The Board may establish such other standing or special committees as it deems necessary or desirable to conduct the business of the corporation. If no such committees are specifically established, then the committees of the Board shall be the same as those of the Session of the Church.

## **ARTICLE VI**

### **FISCAL YEAR**

The fiscal year of the corporation shall commence and end on the same dates each year as that of the Church.

## **ARTICLE VII**

### **NOTICE OF MEETING**

#### **Section 1 – Notices**

All notices of meetings of the congregation and Session shall, respectively, constitute sufficient notice of any meetings of the membership or Board, unless a different time period is required under these Bylaws.

#### **Section 2 – Waivers**

Whenever any notice is required to be given to any member, Trustee, or officer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE VIII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

#### **Section 1 – Contracts**

The Board 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 corporation, and such authority may be general or confined to specific instances.

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**Section 2 – Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board.

**Section 3 – Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such other officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

**Section 4 - Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

**ARTICLE IX**

**AMMENDMENTS TO BYLAWS**

Subject to the Articles of Incorporation, the Board may by a three fourths (3/4) majority vote of the full Board adopt, alter, amend, or repeal such bylaws as are necessary for the efficient operation of the corporation. However, 30 days written notice of such proposed bylaw change shall be given to the Board by the Secretary.

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**ARTICLE X**

**THE BOOK OF ORDER**

The Bylaws of this corporation are intended to conform with the requirements of the Book of Order of the Presbyterian Church (U.S.A.), and wherever there may be conflict, or apparent conflict between them, the requirements of the Book of Order shall prevail.

**ARTICLE XI**

**CORPORATE SEAL**

The Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, and the words “corporation not for profit”.

**ARTICLE XII**

**PARLIAMENTARY PROCEDURE**

Questions of parliamentary procedure shall be governed by Robert’s Rules of Order; with the underlying principle that though the minority shall be heard and absentees protected, the majority will decide in an atmosphere conducive to maintaining decorum.

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**ARTICLE VIII**

**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1 – Contracts – *Recommended Substitutions***

Contracts entered into on behalf of the Corporation which are not provided for in the annual budget and those contracts which exceed \$5,000 require Board approval and the signature of either the Treasurer or the Clerk.

Contracts provided for in the annual budget and not exceeding \$5,000 may be authorized as follows:

1. Contracts for office or janitorial supplies require the signature of one of the following; the Comptroller, the Office Manager, the Treasurer or the Clerk.
2. Other contracts not exceeding \$1,500 require the signature of one of the following; the Treasurer, the Clerk or the Chair of the Committee concerned, if any. Contracts exceeding \$1,500 require the signatures of any two of these officers.