

THE CONSTITUTION OF SYCAMORE PRESBYTERIAN CHURCH

PREAMBLE

Sycamore Presbyterian Church is a particular church of the Presbyterian Church in America and a member of the James River Presbytery. Whenever possible, the Constitution shall be interpreted so as to be consistent with the Constitution of the Presbyterian Church of America and Book of Church Order; should any article of the Constitution be found to contradict a provision of the Constitution of the Presbyterian Church of America, the Constitution of the Presbyterian Church of America shall control.

ARTICLE 1. NAME AND LOCATION

The name by which this church corporation shall be known is "SYCAMORE PRESBYTERIAN CHURCH" (hereinafter referred to as the "Church"). The principal office of the Church shall be located at 510 Coalfield Road, Midlothian, VA 23114, and may be changed from time to time by the Session.

ARTICLE 2. AFFILIATION

Sycamore Presbyterian Church is a particular church of the Presbyterian Church in America and a member of the James River Presbytery.

ARTICLE 3. PURPOSE AND STATEMENT OF FAITH

Section 1. Purpose.

The sole purpose of the Church is to exist as a Christian religious body, existing under the authority of *The Constitution of the Presbyterian Church in America*, which is subject to and subordinate to the Scriptures of the Old and New Testaments, the inerrant Word of God, consists of its doctrinal standards set forth in *The Westminster Confession of Faith*, together with the Larger and Shorter Catechisms, and *The Book of Church Order*, comprising the Form of Government, the Rules of Discipline, and the Directory for Worship, all as adopted by the Church and incorporated herein by reference.

Section 2. Statement of Faith.

In ecclesiastical matters, the Church shall adhere to *The Book of Church Order* and *The Westminster Confession of Faith*, together with the Larger and Shorter Catechisms.

ARTICLE 4. STATEMENT OF BIBLICAL AUTHORITY

The statement of faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe as interpreted and applied by our governing board. We believe the Bible to be the inspired, infallible Word of God and it is final authority concerning morality and conduct of mankind.

ARTICLE 5. MARRIAGE AND FAMILY

We believe that Marriage unites one man and one woman in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate companionship, pure sexual expression (Genesis 2:25; Proverbs 5:15-19; 1 Corinthians 7:1-5), procreation (Genesis 1:28), and reflects the relationship of Christ and the church (Ephesians 5:31-33). A husband is commanded to love his wife as Christ loved the church.

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance, except in those rare circumstances of biological gender confusion at birth (Genesis 2:24; Genesis 19:5, 13; Genesis 26:8-9; Lev. 18:1-30; Romans 1:26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Hebrews 13:4). Such sinful patterns if not repented will be a barrier to membership and leadership in a body of believers.

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ (Luke 7:36-50; 1 John 1:8-9). We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with scripture nor the doctrines of the church.

ARTICLE 6. MEMBERS COVENANT

Having been led by the grace of God through the life-giving power of the Holy Spirit to repent of my sin and in faith turn to Jesus Christ as my Lord and Savior I now joyfully and solemnly enter into this covenant with the members of Sycamore Presbyterian Church (hereinafter CHURCH):

We affirm these membership vows answering the questions affirmatively:

- 1) *Do you admit you are a sinner in the sight of God, justly deserving His displeasure and without hope, except for his sovereign mercy?*

We believe mankind was created to have loving fellowship with God, but chose to sin by failing to obey and trust God. The breaking of this covenant resulted in the curse of sin, death, and eternal punishment.

- 2) *Do you believe in the Lord Jesus Christ as the Son of God and only Savior of sinners, and do you receive and rest upon Him alone for salvation as He is offered in the Gospel?*

We believe God loves the world so much that he sent his one and only Son to bring peace and restore the broken covenant between God and man. The only way to escape the punishment for sin is to trust in Jesus, who died sacrificially in our place. Jesus is the only way to heaven and there is no good thing we can add to his life, death, and resurrection that contributes to our salvation.

- 3) *Do you now resolve and promise humbly relying upon the grace of the Holy Spirit, you will try to live as a follower of Jesus Christ?*

We commit, through the power of the Holy Spirit, to follow the Bible for convictions about what God expects from us in terms of obedience and disobedience, to remember the gospel and repent of our sin, and to continue to fight the battle against our sins. We will strive to live for the honor of Christ and his Church, and for the good of our community by living justly, showing mercy, and walking humbly before God. We commit to train our children in the discipline and instruction of the Lord, and to seek the salvation of our family, friends, neighbors, co-workers, and all peoples of the world.

- 4) *Do you promise to support and participate in the worship and work of the Church to the best of your ability?*

We commit to faithful participation in times of worship, study, and fellowship with other believers, to praying for our church's health and growth, to serving others by using our God-given talents and spiritual gifts, to helping others in their time of need, to welcoming those who are new to the church and sharing our faith with unbelievers, and to contributing cheerfully and regularly for the ministry and expenses of the church, the relief of the poor, and the spread of the gospel to the world.

- 5) *Do you submit yourself to the government and discipline of the Church, and promise to promote its purity and peace?*

We promise to work in conjunction with rather than against or around our leadership. We promise to speak the truth in love and to resolve any problems we have with another by going to the person and talking directly with them rather than gossiping. If the problem is not resolved then we commit to following the principles of Matthew 18:15-17 in resolving conflict. In all of this, we will work for the good of the whole Church by promoting purity and peace.

We have read the Articles, Constitution, and Bylaws including but not limited to those policies dealing with church discipline, conflict resolution and members' rights and responsibilities and holy covenant and agree to be bound by the Articles, Constitution and Bylaws and accompanying policies and procedures.

ARTICLE 7. AMENDING THE CONSTITUTION

Members of the Session may propose and submit changes to the Constitution to the Session for consideration and comment. The Session shall debate the proposed changes and the comments at a regular or special called meeting. The Constitution may be amended by a three-quarter (3/4) vote of the Session members present and voting at a duly called meeting provided that the proposed amendment is mailed or made available to the Members at least four weeks before the Session meeting to vote on the amendment.

**THE BYLAWS OF
SYCAMORE PRESBYTERIAN CHURCH**

INTRODUCTION

Sycamore Presbyterian Church is a particular church of the Presbyterian Church in America and a member of the James River Presbytery. The operation of Sycamore Presbyterian Church shall in all instances be according to the Holy Scriptures, recorded in the Old and New Testaments, and the Constitution of the Presbyterian Church in America which consists of the doctrinal standards set forth in the Westminster Confession of Faith, together with the Larger and Shorter Catechisms, and the Book of Church Order as adopted by the Presbyterian Church in America. These aforementioned documents include the doctrinal and procedural positions of the Presbyterian Church in America. The Bylaws of Sycamore Presbyterian Church, as set forth herein, and as may be duly amended from time to time, are intended only as a supplement to the Book of Church Order as the general directive by which Sycamore Presbyterian Church shall be governed. Whenever possible, the Bylaws shall be interpreted so as to be consistent with the Church Constitution; should any article of the Bylaws be found to contradict a provision of the Church Constitution, the Church Constitution shall control.

ARTICLE 1. MEMBERSHIP

Section 1. General

The membership of this Church shall be composed of individuals who are believers in the Lord Jesus Christ and have met all the qualifications for members listed below, and are listed on the membership rolls.

All present members of the unincorporated entity known as Sycamore Presbyterian Church shall be considered members of this incorporated Church. Members who join after incorporation will be asked to publicly assent to the Members Covenant. No members of this Church, nor any officer, nor any member of the Session shall by virtue of such membership, office, or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts, or omissions of this Corporation.

Section 2. Qualifications for Membership

The membership of the Church shall consist of such persons who have met the following qualifications for membership:

- A. Attendance and completion of the member orientation class;
- B. Testimony of personal salvation in front of the Session and affirming our 5 membership

vows.

- C. Baptism in accordance with the BCO; and
- D. Our practice is that new members make a public profession of faith in Christ in the presence of the congregation, however exceptions may be made in extreme circumstances as determined by the Session.

Section 3. Categories of Membership

The Church shall have three categories of membership. The designation of such categories and the qualifications and rights of the members of such categories shall be as follows, in accordance with the Book of Church Order (hereinafter BCO):

- A. **Active Members:** Those believers who meet all membership requirements and been admitted by the Session to the Lord's Table (BCO 6-2), and are in good standing shall be considered Active members.
- B. **Associate Members:** Associate members are those believers temporarily residing in a location other than their permanent homes. Such believers may become associate members of a particular church without ceasing to be communicant members of their home churches. An associate member shall have all the rights and privileges of that church, with the exception of voting in a congregational meeting, and holding leadership position in that church (BCO 46-4). For an Associate Member to become an Active member, he must transfer his membership under the procedures outlined in the BCO.
- C. **Non-Communing Members:** Non-communing members are those believer's children within the Church who have not yet met all the requirements for Active membership. Non-Communing members shall not have the right to vote or hold leadership positions in the Church.

Section 4. Duties and Responsibilities

Members shall be expected to regularly attend worship services, to support its missions, and to provide financial support to the Church.

Section 5. Voting Privileges of Members

Those Active members having reached the age of eighteen (18) years, not under discipline by the Church, and in good standing at a duly called congregational meeting, shall have the privilege to vote on the following matters:

- A. Calling and removal of Pastors and Associate Pastors;
- B. Election of Ruling Elders and Deacons;
- C. The transfer, sale, and purchase of real property and related indebtedness;
- D. Merger and dissolution of the Church;

- E. Sale of all or substantially all of the Church's assets; and
- F. Any other major event or decision as designated by the Session.

Section 6. Termination of Membership

Membership in the church may be terminated by the following:

- A. Death of the member;
- B. Written request by the member to terminate membership;
- C. Written request by a member in good standing for a letter of transfer to a church of similar faith; or
- D. Dismissal of member through Church Discipline.

Section 7. Church Discipline and Restoration

Subject to the Discipline Procedures outlined in the BCO, it shall be the practice of this Church to pursue every reasonable measure for peace and reconciliation. Should one member sin against another member or the Body of members (the Church) by immoral or unbiblical conduct or biblical heresy, the aggrieved members shall follow the biblical model given by our Lord and Savior in Matthew 18:15-17; 1 Corinthians 5:9-13; and 1 Thessalonians 5:12-14. The Session (or a committee appointed by the Session), and mature Members are available for counsel and guidance to the aggrieved members. The purposes of such discipline should be for:

Why do we discipline? (Its purpose.)

1. To *revere* the honor and glory of God. (Romans 2:23-24)
2. To *respect* the purity of Christ's Church (1 Corinthians 15:33-34)
3. To *restore* the fallen individual to a life of godliness. (Galatians 6:1)
 - A. The repentance, reconciliation, and spiritual growth of the individual disciplined. (Proverbs 15: 5 ; 29: 15 ; 1 Corinthians 4: 14 ; Ephesians 6: 4 ; 1 Timothy 3: 4-5 ; Hebrews 12: 1-11 ; Psalm 119: 115 ; 141: 5 ; Proverbs 17:10 ; 25: 12 ; 27: 5 ; Ecclesiastes 7: 5 ; Matthew 7: 26-27 ; 18: 15-17 ; Luke 17: 3 ; Acts 2: 40 ; 1 Corinthians 5: 5 ; Galatians 6: 1-5 ; 2 Thessalonians 3: 6, 14-15 ; 1 Timothy 1: 20 ; Titus 1: 13-14 ; James 1: 22)
 - B. The instruction in righteousness and good of other Christians, as an example to them. (Proverbs 13: 20 ; Romans 15: 14 ; 1 Corinthians 5: 11 ; 15: 33 ; Colossians 3: 16 ; 1 Thessalonians 5: 14 (note- this is written to the whole church, not just to leaders); 1 Timothy 5: 20 ; Titus 1: 11 ; Hebrews 10: 24-25)
 - C. The purity of the church as a whole. (1 Corinthians 5:6-7 ; 2 Corinthians 13:10; Ephesians 5: 27 ; 2 John 10 ; Jude 24 ; Revelation 21: 2)
 - D. The good of our corporate witness to non-Christians. (Proverbs 28: 7 ; Matthew 5: 13-16 ; John 13: 35 ; Acts 5: 1-14 ; Ephesians 5: 11 ; 1 Timothy 3: 7 ; 2 Peter 2: 2 ; 1 John 3: 10)

- E. Supremely for the glory of God by reflecting His holy character. (Deuteronomy 5: 11 ; 1 Kings 11: 2 ; 2 Chronicles 19: 2 ; Ezra 6: 21 ; Nehemiah 9: 2 ; Isaiah 52: 11 ; Ezekiel 36: 20 ; Matthew 5: 16 ; John 15: 8 ; 18: 17, 25 ; Romans 2: 24 ; 15: 5-6 ; 2 Corinthians 6: 14 ; 7: 1 ; Ephesians 1: 4 ; 5: 27 ; 1 Peter 2: 12)

The Church will look to the Session for the effective functioning and discipline of its members according to this Church Discipline and Restoration Policy. Only after good faith efforts by the Session to bring about repentance and reconciliation have proven futile, shall the accused member be subjected to further Church discipline. All church discipline shall allow for the accused to know the charge(s) and have a right to repent and/or be heard before the Session or its designees. If the church member does not repent and is disciplined by the Session it may be announced to the members to carry out the Biblical admonitions to bring about repentance and restoration of the disciplined member.

Restoration: Members dismissed by the Session shall be restored to full membership privileges by the Session according to the spirit of 2 Corinthians 2:7-8 when their conduct is judged by the Session to be in accordance with the Statement of Faith and Biblical repentance. Pastors may communicate such restoration to the Church in a timely manner.

ARTICLE 2: CONGREGATIONAL MEETINGS

Section 1. Worship Meetings

Meetings for public worship shall be held on each Lord's Day and during the week as may be determined by the Session.

Section 2. Annual Business Meetings (Congregational Meetings)

An Annual Meeting of the Church shall be held each year at a date, time, and place to be determined by the Session. Public notice of the Annual Meeting shall be given during the Sunday morning worship service(s) one week prior to the meeting and the week of the meeting. At the Annual Meeting, the members may elect Ruling Elders and Deacons, reaffirm its support for serving ordained servants, receive as information an annual budget, and transact any other business as may come before the meeting.

Section 3. Special Business Meetings

The Session may call Special Meetings of the congregation when it shall deem them necessary or upon written petitions of one-fourth (1/4) of the Active members. Public notice of the called Special Meeting shall be given during the Sunday morning worship service(s) one week prior to the meeting and the week of the meeting, or mailed to each Active member not less than one

week prior to the meeting. The notice shall state the purpose(s) of the meeting. The business of all Special Meetings shall be confined to the purpose(s) stated in the notice of the meeting.

Section 4. Quorum

If the Church has more than 100 Active members, one-sixth (1/6) of such members shall constitute a quorum, but if the Church has 100 or fewer Active members, one-fourth (1/4) of such members shall constitute or quorum (BCO 25-3). However, if at the first meeting a quorum cannot be established at any subsequently duly noticed meeting on the same issue(s), any members that are present will satisfy a sufficient quorum.

Section 5. Moderator

The Pastor shall serve as Moderator of congregational meetings. In the absence of the Pastor, the congregation shall elect a moderator pro tem, who may be an Associate Pastor, a Ruling Elder, a minister of the Presbyterian Church in America, or any male member of the congregation. Meetings of the congregation shall be conducted according to *Robert's Rules of Order* and the BCO, with the BCO taking precedence.

Section 6. Minutes

The Clerk of the Session shall keep minutes of the proceedings and report them to the Session. If the Clerk is unavailable, a clerk shall be elected at each meeting of the congregation to keep correct minutes of the proceedings and to report them to the Session.

ARTICLE 3: THE SESSION (SERVING AS THE BOARD OF DIRECTORS)

Section 1. Structure & General Powers

The corporate powers and business of the church shall be exercised by and under the authority of the Board of Directors. The powers, business, and property of the Church shall be exercised, conducted, and controlled by the Board of Directors for the purposes of overseeing the legal, business, financial, and administrative affairs of the Church with consensus agreement. If, in the course of the decision-making process, the Board cannot unanimously agree, then the decisions will be made by majority vote of the Board members.

Section 2. Number, Qualification, and Election

The Board of Directors shall be comprised of the Session (hereinafter the "Session," and individually "Elder" or "Director"). The Session is composed of the Pastor, Associate Pastor(s),

and members of Ruling Elders elected by the congregation (BCO 12-1). Election by the congregation and installation as Elder shall constitute a person as Director of the Corporation. The authorized number of Session members shall be such number as may from time to time be authorized by the Session, provided that such number is not less than three (3). No less than fifty (50%) percent of the Session shall be laymen from the congregation and not related to paid staff. The Session shall annually elect a Clerk and Treasurer of the Church.

Termination for any cause of active service on the Session shall automatically terminate such person as a Director.

Section 3. Duties and Specific Powers

The responsibilities of the Session (and of individual Elders) are those defined by the BCO and by 1 Timothy 2 and Titus 1. Without prejudiced to the general powers set forth above, and subject to the same limitations, the Session shall have the following duties and powers:

- A. Establish governing principals, policies, and determining practices for the Church, including the creation and maintenance of policies and procedure manuals, which will contain all controlling policies and procedures governing any and all aspects of the Church's affairs, including, but not limited to, committee task descriptions and policies for the handling of funds, use of facilities, and employment policies and practices;
- B. Exercising oversight of the Church financial, business, and property matters and providing counsel;
- C. Hearing and considering all reports and recommendations submitted by pastors, councils, committees, and staff;
- D. Recommending the borrowing of money and incurring indebtedness on behalf of the Church and the cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes, and other evidences of debt and securities;
- E. Conducting such other duties and activities as the Session may determine from time to time that are consistent with the Articles of Incorporation, Constitution, and these Bylaws, including those actions requiring a vote of the Members.

The Session may delegate some of its authorities and duties to individual Elders, Pastors, staff, Deacons, committees, and others as long as the delegation does not breach its fiduciary duties to the Church. The Session may also invite the Chairpersons of the teams and committees of the Church to be non-voting invitees to meetings of the Session whenever projects or programs in which their teams or committees may be involved are to be considered, for example, preparation of the annual Church calendar.

Section 4. Vacancies

Any vacancy on the Session because of death, resignation, removal, disqualification, or any other

cause shall be filled according to the provision in BCO 24-1 which is concluded by majority vote of the congregation at a duly called business meeting.

Section 5. Resignation and Removal

Any Session member may at any time deliver to the Pastor a written notice of intent to resign which shall be effective upon acceptance by the Session. Except for the Pastor and Associate Pastors whose removal procedure is outlined below, any Officer or Elder may be removed at any time with or without cause when, in the sole judgment and discretion of the Session, it is determined by unanimous vote of the remainder of the Session that such individual should no longer serve on the Session. In the event any Elder is so removed, a new Elder shall be elected in accordance with these Bylaws.

Section 6. Transactions with Interested Parties

A contract or other transaction between the Church and one or more of its Elders, Pastors, Officers, Deacons, or family members thereof (hereinafter “Interested Party”), or between the Church and any other entity, of which one or more of the Church or its Elders, Pastors, Deacons, or Officers are also Interested Parties, or in which entity is an Interested Party has a financial interest – shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

- A. The Church entered into the transaction for its own benefit;
- B. The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
- C. Prior to consummating the transaction, or any part, the Session authorized or approved the transaction, in good faith, by a vote of a majority of the Elders then in office, without counting the vote of the interested Elder or Elders, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction; and
- D. Prior to authorizing or approving the transaction, the Session, in good faith, determined after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church’s tax-exempt purposes.

Common or interested Session Members may not be counted in determining the presence of a quorum at a meeting of the Session (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. The Session may adopt additional conflicts of interest policies that shall provide for full disclosure of material conflicting interests by Elders, Officers, Deacons, or employees. These policies shall permit the Session whether the contemplated transaction may be authorized as just, fair and reasonable to the Church. Notwithstanding the above, no loan shall be made by the Church to any of its Elders, Officers, Pastors, Deacons, or

Members.

Section 7. No Compensation

No salary or compensation shall be paid to any Elder in his capacity as Member of the Session, but nothing herein shall be construed to preclude any Session member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Session member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

ARTICLE 4: MEETINGS OF THE SESSION

Section 1. Business Meetings

The Session shall meet at least quarterly to conduct business on behalf of the Church, with all decisions as a result of at least a simple majority vote (BCO 12-6). All meetings shall be governed by the BCO, supplemented by these Bylaws. If there is any conflict between these Bylaws and the BCO, then the BCO shall govern.

Section 2. Special Meetings

Special meetings of the Session may be called by the Pastor when judged necessary or when requested in writing by any two (2) of the Session members.

Section 3. Notice

Notice of the time and place and, in the case of a special meeting, the purpose of every meeting of the Session shall be in writing and shall be duly sent, mailed, or otherwise delivered to each Elder not less than seven (7) days before the meeting; provided that no notice of any regularly scheduled or adjourned meeting need be given.

Meetings may be held at any time without notice if all of the Elders are present or if those not present waiver notice of the time, place, and purpose of the meeting, either before or after the holding thereof.

Section 4. Quorum

If there are four or more Ruling Elders, the Pastor and two Ruling Elders shall constitute a quorum. However, the number of Ruling Elders present must be greater than the number of Teaching Elders present to validate a quorum. The action of the Elders present at any meeting at which a quorum is present shall be the action of the Session.

Section 5. Participation by Conference Telephone

Members of the Session or any committee thereof may participate in a meeting of the Session or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means will constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record will be made of the action taken at such meeting, noting participation of those who were present by means of such communication equipment.

Section 6. Action without Meeting

Any action required or permitted to be taken by the Session may be taken without a meeting, if all of the Session members, individually or collectively, consent in writing to the action. Such action by written consent will have the same force and effect as the unanimous vote of the Session. Such written consent or consents shall be filed with the minutes of the proceedings of the Session.

Section 7. Manner of Acting

Except as otherwise provided in these Bylaws, the act of the majority of the Elders present at a meeting at which a quorum is present shall be the act of the Session.

Section 8. Advisory Teams

The Session, by majority vote of all Elders in office, may appoint two or more persons from among its number to serve as special advisory team, such as the Session may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Session. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Session, each advisory team may not exercise the authority of the Session.

Section 9. Minutes

Minutes of the meetings of the Session shall be recorded and taken by the Clerk who shall have custody thereof and be responsible for circulating copies to the members in a timely manner.

ARTICLE 5: TEAMS AND COMMITTEES

Section 1. Appointment and Duties/Responsibilities

The Session may appoint such other teams and committees (Standing or Special) to carry out the work of the Church as they shall deem necessary or convenient. These teams or committees shall function under the oversight of the Session or designated ministry staff, and shall undertake those tasks specifically delegated to them. A Special team or committee may not exist beyond the duration of one year without reauthorization by the Session.

Section 2. Organization and Responsibilities

The organization and responsibilities of each standing and special team will be described more fully in the Policy and Operations Manual.

Section 3. Committee Members and Chairs

The Deacons, as delegated by the Session, shall be empowered to appoint individuals to the Standing and Special teams and committees. Unless otherwise stated, the teams and committees shall nominate a chairperson from among their members for approval by the Session.

ARTICLE 6: OFFICERS

Section 1. Officers Generally

The Officers of the Church shall be the Pastor/President, Clerk, Treasurer, and such other officers as the Session may appoint from time to time.

Section 2. Election

The Session shall elect by simple majority the Officers of the Church for a term of one (1) year without limitation for reelection or until their successors are elected and qualified.

Section 3. Vacancies

Except for the Pastor/President, a vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by majority vote of the Session.

Section 4. Pastor/President

The Pastor shall serve as the President and Chairman of the Session and will be the chief executive officer with all the rights and powers attributed thereto and which the Session sets unless he delegates to other Associate Pastors, Elders, or staff, including but not limited to:

- A. Moderate all meetings of the Church and the Session;

- B. Execute any and all documents of whatsoever kind and nature necessary to carry out the purpose and functions of the Church, unless otherwise delegated by the Session;
- C. Be responsible for carrying out the directives and requirements of applicable law, these Bylaws, and the Articles of Incorporation; and
- D. Perform such other duties as may from time to time be assigned by the Session.

Section 5. Clerk

The Session shall annually elect a Clerk. The Clerk shall perform all duties incident to the office of Clerk including, but not limited to:

- A. Perform for the Church those duties set out in the BCO;
- B. Record all vote by the Session;
- C. Be custodian of the corporate seal, if any, and affix it to all documents to be executed on behalf of the Church under its seal; and
- D. Perform such other duties as may from time to time be assigned by the Session.

Section 6. Treasurer

The Session shall annually elect a Treasurer from among the congregation, who may or may not be a Deacon. The Treasurer shall perform all duties incident to the office of Treasurer, including, but not limited to:

- A. Be responsible for the safekeeping of all funds and assets of the Church, except for those funds expressly assigned to the trusteeship of another;
- B. Be responsible for the filing of any and all tax and other financial reports as required by applicable law;
- C. Oversee the deposit all monies, drafts, and check in the name of or to the credit of the Church at such banks or depositories as the Session shall designate; and
- D. Perform such other duties as may from time to time be assigned by the Session.

ARTICLE 7: BOARD OF DEACONS

Section 1. Membership

The Board of Deacons shall be composed of the body of Deacons elected by the congregation. The Pastor and Associate Pastor(s) shall be advisory members of the Deacons.

Section 2. Powers and Responsibilities

The Board of Deacons shall have no corporate powers or authority to make decisions on behalf the incorporated Church. The powers and responsibilities of the Deacons are those defined in the

BCO and by 1 Timothy 3.

Section 3. Meetings

The Board of Deacons shall meet as often as necessary and at least quarterly to fulfill their duties and shall be governed by the BCO supplemented by any standing rules the Deacons may establish. If there is any conflict between these standing rules and the BCO, then the BCO shall govern.

ARTICLE 8: ELECTION OF ELDERS AND DEACONS

Section 1. Tenure

Ordination to the offices of Ruling Elder or Deacon is perpetual. Nor can such offices be laid aside at pleasure; nor can any person be degraded from either office but by disposition after regular trial. Even though a Ruling Elder or Deacon may rotate off active service, their ordination shall remain in force.

Section 2. Term of Active Service

A Ruling Elder or Deacon is elected to a term of active service of three years, after which he will rotate off active service on the Session or the Deacon Board for one year. He may then go through the process of nomination, examination, and election to another term of active service of three years. The examination of one so re-nominated to an office he has previously held may be abbreviated, but he shall at a minimum be asked if he has changed any of his views since he affirmed his ordination vows, has any exceptions to the standards of the church, or knows of any reason why he should not actively serve as a Ruling Elder or Deacon.

A Deacon, after three years of active service, may be nominated and elected to a three year term of active service as a Ruling Elder without waiting a year to be nominated.

The Session may approve an adjustment to the term of active service of a Ruling Elder or Deacon due to the needs of the church, or at the request of the individual. For instance, an officer may be requested to serve an additional year because of a shortage of officers if too many are rotating off at one time. Or an officer may be granted a shorter term or release from his term if the Session deems the reasons for the request to be valid.

Section 3. Procedure for Nominations

Members may submit names of potential Ruling Elders or Deacons to the Session annually, normally during the month of November, keeping in mind that each nominee should be an active

male member who meets the qualifications set forth in 1 Timothy 3 and Titus 1.

Section 4. Election, Ordination, and Installation

- A. All nominees shall be required to complete a training course held prior to the election in which the doctrines and distinctiveness of the Church and the qualifications and duties of the positions shall be discussed.
- B. Each nominee shall be examined by the Session in the areas of Biblical knowledge, understanding of the Westminster Confession of Faith, and the Book of Church Order. They shall also be examined in accordance with 1 Timothy 3 and Titus 1 as applied to their lives and households as prospective Elders or Deacons. Each nominee shall be examined in his Christian experience, especially personal character and family management. Each nominee shall be examined in his ability and giftedness for the duties of the office to which he was nominated. During or following the course, each nominee shall submit to the Session his sense of his particular calling to the position and any questions or disagreement regarding matters discussed in the course.
- C. Each nominee shall be interviewed by the Session regarding his readiness to serve and his willingness to answer the ordination questions in the affirmative with understanding.
- D. The Session shall provide the names of those members eligible for election with notice (BCO 24-1) of the duly called business meeting.
- E. Elections shall be held during a called congregational business meeting. All elections shall be by written secret ballot. Votes may only be cast for those candidates declared eligible by the Session. A candidate must receive a majority vote for those voting in order to be elected.
- F. Ruling Elders and Deacons shall be ordained and/or installed following their election. The ordination service and vows shall follow the BCO. If a newly elected Ruling Elder or Deacon is not able to attend the installation service, arrangements shall be made to install him publicly as soon as practical thereafter; in the meantime, he may commence his term of service by affirming his installation vows in the presence of the Session.

ARTICLE 9: PASTORAL STAFF

Section 1. Pastor

The responsibilities of the Pastor are those defined by the BCO. The Pastor shall serve as

moderator for both Session and congregational meetings. He shall be an ex-officio member of all boards, committees, and organizations connected with the Church. The Pastor shall provide day-to-day leadership to the staff in accordance with applicable policies of the Session and the Diaconate.

Section 2. Calling of Pastors, Associate Pastors, and Assistant Pastors

The calling of Pastors and Associate Pastors, and changes to their calls shall follow the process prescribed in the BCO. Assistant Pastors may be called by the Session as required by the needs of the congregation.

ARTICLE 10: NON-PASTORAL STAFF

Section 1. Non-Pastoral Staff

Non-pastoral staff, including office staff, functions as servants in coming alongside of the pastoral staff and Church body to support them in ministry.

Section 2. Duties and Responsibilities

The duties and responsibilities for all staff position will be formulated and approved by the Session or its designee.

Section 3. Selection

Selection and approval of non-pastoral staff will be the responsibility of the Session or its designee, with recommendations by the pastoral staff.

Section 4. Resignation and Termination

Any staff member may at any time resign by submitting written notice to the Pastor. Any non-pastoral staff member may be terminated upon recommendation by a supervising staff member and approval by the Session or its designee. Such terminations of non-pastoral staff may be reported to the Members, but does not need Membership approval.

ARTICLE 11: CHURCH POLICY AND OPERATIONS MANUAL

Section 1. Development of Church Policy and Operation Manual

The development of a church policy and operation manual shall be overseen by the Session or their designees with professional consultation and review. This manual shall include all church policies, procedures, job descriptions and organization charts depicting lines of responsibility in the administration of the church. The manual shall be kept in the Church office and made available for review by any member. The Clerk shall maintain the manual. The Session or their designees shall review the manual at least annually with the authority to implement changes.

Section 2. Compilation and Maintenance of the Manual

The Session and any of its designees shall be responsible for compiling and maintaining a policies and procedures manual for the day-to-day administrative functions of the Church not covered in the constitution and bylaws. Subjects covered may include, but are not limited to, the following:

- A. Personnel policies and procedures not covered in the bylaws;
- B. Church property policies and procedures;
- C. Church discipline procedures and policies;
- D. Christian conciliation and dispute resolution policies and procedures;
- E. Child protection policies and procedures; and
- F. Other policies and procedures as needed.

These policies and procedures manuals shall be available at the Church office for members to review. Any suggested changes shall be recommended to and approved by the Session.

ARTICLE 12: SETTLEMENT OF DISPUTES WITHIN OR AGAINST THE CHURCH

In any dispute arising between or among Church members, the dispute may be resolved by the Session (or a duly appointed committee from the Session) according to provisions in BCO section of discipline and under the Christian Conciliation Rules and Procedures, such as those published at www.Peacemaker.net. All employees of the Church shall be asked to sign contracts with the Christian Dispute Resolution clause in it. All contractors and vendors of the Church should be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

Any dispute between a member and the Church, or one of its representatives in their representative capacity, shall be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute then legally binding Christian Arbitration shall be employed by the Session or individuals selected by the Session in accordance with the *Rules of Procedure for Christian Conciliation*, such as those found at www.Peacemaker.net. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the church is located and Virginia law will apply to dispute. Members, pastors, staff or third party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the church and its members and under its risk policy procedures, the church is are required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes will not diminish any insurance coverage maintained by the Church.

ARTICLE 13: CHURCH FINANCES

Section 1: Records and Reports

Adequate and accurate records for accounting of income and expenses, including contributions, shall be kept by the Treasurer. A monthly financial report shall be presented to the Session. A monthly financial report shall be displayed at the Church or a copy may be obtained by calling the Church office.

Section 2: Deposits

The Session shall select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed shall, from time to time, be deposited to the credit of the Church.

Section 3: Checks

All checks or demands for money and notes of the Church shall be signed by such officer or officers or such other persons as the Session may from time to time designate. Any check over the amount of ten thousand dollars (\$10,000.00) shall require the signatures of two individuals authorized by the Session.

Section 4: Fiscal Year

The Session shall have the power to fix, and from time to time to change, the fiscal year of the Church. Unless otherwise fixed by the Session, the fiscal year shall be April 1 – March 31. Accurate records shall be kept by all organizations of the church and report made on the fiscal year basis. All funds handled by any and all organizations shall be reported to the Session.

Section 5: Contracts

The President can sign contracts to bind the Church once approved by the Session or according to its procedures. The Session may authorize any officer or officers, agent or agents of the Church, in addition to the President, to enter into any contract or execute and deliver any instrument in the name of any on behalf of the Church, including real estate transactions. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

Section 6: Endowments

The Session may establish on behalf of the Church any endowments for the general purposes or for any special purpose of the Church.

Section 7: Designated Contributions

The Church may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses as approved by the Session, and such designations generally will be honored. However, the Church shall reserve all rights, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Church's tax exempt purposes.

Section 8: Budget and Audit

The Session, in coordination with the Deacons and any other appropriate committee, shall prepare an inclusive budget, indicating by items the amount needed and sought for expenses together with an annual strategic plan. The Deacons shall conduct or arrange for an annual review or audit of a type and nature they deem appropriate, except that every five (5) years the Church shall be audited by a certified outside auditor. Once approved by the Session, a copy of the Budget shall be available one week in advance, and presented to the members at the annual business meeting for informational purposes.

Section 9: Benevolence Fund

The Deacons, with approval by the Session, shall establish procedures to receive and disburse by check all funds allocated to them. It shall be the duty of this committee to determine needs of the congregants or others in the community as they arise. The Deacons, as a designated Benevolence Team, shall examine the need of the recipients of these designated funds under an approved Benevolence Policy. They shall also receive and distribute clothes, food and household furnishings and other items, as they deem necessary to distribute accordingly.

Section 10: Partnerships, Joint Ventures, LLC'S and Auxiliary Corporations

The Session may authorize in writing any officer(s), or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Session determine will advance the religious purposes and goals of the members as described

herein and not violate the Church's tax exempt status.

Section 11: Purchase or Sale of Property and Borrowing

Neither officers nor agents of the Church may purchase or sell real or personal property on behalf of the Church unless authorized by the Session, and in cases of real property, the Members according to these Bylaws. Any borrowing of money must be approved by the Session and a majority of the Members.

ARTICLE 14. BIBLICAL COUNSELING

All Christians struggle with sin and the effect it has on our lives and our relationships (see Rom. 3:23; 7:7-25). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he should seek assistance from other members, and especially from the pastor and elders, who have the responsibility of providing pastoral counseling and oversight (see Rom. 15:14; Gal. 6:1-2; Col. 3:16; 2 Tim. 3:16-4:2; Heb. 10:24-25; 13:17; James 5:16). Therefore, this Church encourages and enjoins its members to make confession to and seek counsel from each other and especially from our pastoral counselors.

We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling shall be based on scriptural principles rather than those of secular psychology or psychiatry. Neither the pastoral nor the lay counselors of this Church are trained or licensed as psychotherapists or mental health professionals.

Although some members of the Church work in professional fields outside the Church, when serving as pastoral or lay counselors within the Church they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical or other technical questions should seek advice from independent professionals. The Church's pastoral and lay counselors shall be available to cooperate with such advisors and help members to consider their advice in the light of relevant scriptural principles.

ARTICLE 15. CONFIDENTIALITY

The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matt. 7:12). It also discourages harmful gossip (Prov. 16:28; 26:20), invites confession (see Prov. 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Prov. 20:19; Rom. 15:14). Since these goals are essential to the ministry of the gospel and the work of this Church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our Pastors and Elders shall carefully protect all information that they receive through pastoral counseling, subject to the following guidelines.

Although confidentiality is to be respected as much as possible, there are times when it is biblically necessary to reveal certain information to others. In particular, the Pastors and Elders of this Church may disclose confidential information to appropriate people in the following circumstances:

- A. When a Pastor or Elder is uncertain of how to counsel a person about a particular problem and needs to seek advice from other Pastors or Elders in this Church or, if the person attends another Church, from the Pastors or Elders of that Church (see Prov. 11:14; 13:10; 15:22; 19:20; 20:18; Matt. 18:15-17).
- B. When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (see Prov. 24:11-12).
- C. When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (see Matt. 18:15-20 and Bylaws on Church Discipline).

Scripture commands that confidential information is to be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the Church (Matt. 18:15-17). Therefore, except as provided in this Article, a Pastor or Elder may not disclose confidential information to anyone outside this Church without the approval of the Session or the consent of the person who originally disclosed the information. The Session may approve such disclosure only when it finds that all internal efforts to resolve a problem have been exhausted (see, e.g., 1 Cor. 6:1-8) and the problem cannot be satisfactorily resolved without the assistance of individuals or agencies outside this Church (see, e.g., Rom. 13:1-5). This limitation shall apply to but is not limited to the giving of testimony in a court of law and the reporting of abuse.

The Pastors and Elders may, but need not, provide counselees written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

ARTICLE 16. INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he or his testator is or was an Elder, Deacon, Officer, employee, or agent of the Church, may be indemnified by the Church, and the Church may advance his related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Elders, Deacons, and officers.

ARTICLE 17. AMENDMENT OF BYLAWS

Members of the Session may propose and submit changes to the Bylaws to the Session for consideration and comment. The Session shall debate the proposed changes and the comments at a regular or special called meeting. The Bylaws may be amended by a two-thirds (2/3) vote of the Session members present and voting at a duly called meeting provided that the proposed amendment is mailed or made available to the Members at least two weeks before the Session meeting to vote on the amendment.

I, the undersigned Clerk of Sycamore Presbyterian Church, do hereby certify the above Constitution & Bylaws were adopted on May 17, 2016 by the Session at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that date.

Stephen Richter

Clerk

May 18, 2016

Date