

CODE OF REGULATIONS
OF
THE FAIRMOUNT PRESBYTERIAN CHURCH
(An Ohio Corporation Not for Profit)

ARTICLE I - Statement of Purpose

The Fairmount Presbyterian 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. As beloved children of God, we welcome all persons to join our family of faith as full participants, regardless of age, race or ethnicity, national origin, gender, marital status, sexual orientation, mental or physical ability, economic status, differences of thought and expression, or any other human condition. We celebrate and find strength in our diversity.

ARTICLE 2 - Relation to the Presbyterian Church (U.S.A.)

The Fairmount Presbyterian Church, Cleveland Heights, Ohio, is a member church of the Presbytery of the Western Reserve in the Synod of the Covenant of the Presbyterian Church (U.S.A.).

ARTICLE 3 - Incorporation

Section 1. The Fairmount Presbyterian Church (sometimes the "Church") is incorporated as a nonprofit under the laws of the State of Ohio. Both ecclesiastical and corporate business may be conducted at the meeting of the congregation.

Section 2. The Corporation shall have the following powers: to receive, hold, encumber, manage and transfer property, real or personal, for the Church to accept and execute deeds of title to such property, to hold and defend title to such property; to manage any permanent special funds; for the furtherance of the purposes of the Church, all subject to the authority of the Session of the Church and under the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Section 3. The Corporation shall function as a congregation within the Presbyterian Church (U.S.A.). As used herein, the term "congregation" shall mean those persons enrolled as members of The Fairmount Presbyterian Church in accordance with the Constitution of the Presbyterian Church (U.S.A.).

Section 4. Except as otherwise provided by law, the Articles of Incorporation, these Regulations or the Constitution of the Presbyterian Church (U.S.A.), all of the authority of the Corporation shall be exercised by the Board of Directors, which shall consist of (and hereinafter be referred to as) the "Session", elected in accordance with the Constitution of the Presbyterian Church (U.S.A.). The members of the Session serving hereunder shall constitute the directors of the Corporation and shall have the

power, authority and responsibilities of and shall perform the functions provided for members of the Board of Directors under the Ohio Nonprofit Corporation Law.

Section 5. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary (Clerk of Session), a Treasurer, and such other officers as the Session may from time to time designate. The President and Vice-President shall be active elders, elected annually by the Session at their annual meeting in January. The Secretary shall be the Clerk of Session, elected annually by the Session at their annual meeting in January. The Treasurer should be an active member of the Administration Council and shall be elected annually by the Session at their annual meeting in January. All officers shall be elected for a one year term.

Section 6. The officers of the Corporation shall have such authority and shall perform such duties as are customarily incident to their respective offices. The Treasurer or any two (2) other officers of the Corporation shall have the power and authority to assign, convey, transfer and deliver all personal property and interests therein, owned or held in any capacity by the Corporation, for such consideration and on such basis, terms and conditions as the Treasurer or such two (2) officers may approve, and to deposit under any plan or agreement any and all rights or options, or acquire the same, and all securities, corporate or otherwise, held by the Corporation, in its own right or in any fiduciary or other capacity, and to execute in the name and on behalf of the Corporation, any and all instruments necessary, proper or desirable for all such transactions and purposes; provided that any one (1) of said officers shall have the same authority to make any and all such assignments, transfer, deliveries and deposits of securities, rights and other interests in personal property having, in each case, a market or apparent value of not more than five thousand dollars (\$5,000.00).

ARTICLE 4 - Governance of the Church

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A)*. Consistent with that Constitution, the Code of Regulations shall provide specific guidance for the Church. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

ARTICLE 5 - Membership

Section 1. An active member of the congregation of the Church is a person who has made a profession of faith in Jesus Christ, has been baptized, has been received into membership of the Church, has voluntarily submitted to the government of the Church, and is active in the Church's work and worship.

Section 2. Members are encouraged to be active participants in worship, stewardship, church governance, faith formation activities, and acts of outreach and service.

Section 3. Members shall have no rights to or interest in the property and assets of the Corporation, and shall have no rights as Members upon termination of Membership therein.

Section 4. The Session shall delete names from the Membership roll of the congregation upon the member's death or admission to membership in another congregation or presbytery. The Session may delete names from the roll of the congregation when a member so requests, has moved, or otherwise ceased to participate actively in the work and worship of the congregation for a period of two years. The session shall seek to restore members to active participation and shall provide written notice before deleting names due to member inactivity (G-3.0204a).

ARTICLE 6 - Meetings of the Congregation

Section 1. An Annual Meeting of the congregation (the "Annual Meeting") for the purpose of conducting a congregational Bible study and receiving annual reports from the Councils, the Session, and the Endowment Committee, which shall include a financial report, shall be held in the Church on the first Sunday in May.

Section 2. A special meeting of the congregation (the "Annual Congregational Meeting") for the election of elders, deacons, endowment trustees, and at-large members of the Nominating Committee shall be held in the Church on the last Sunday in October.

Section 3. Special meetings of the congregation may be called by (a) the Session whenever it determines such meeting is necessary; (b) the Presbytery whenever it determines such a meeting is necessary; or (c) the Session when requested in writing by one-fourth of the active members of the Church. In all cases the matters to come before a special meeting shall be fully stated in the call, and no other matter save that specified in the call may be considered.

Section 4. Notice of congregational meetings shall be given at least ten days in advance and publicized through all regular church communication platforms. When possible, announcements should be made in worship on two successive Sunday(s) prior to each meeting.

Section 5. Ten percent of the active Members of the Church gathered at the time and place appointed for a meeting shall be a quorum for the transaction of all business. Neither absentee ballots nor voting by proxy shall be permitted in any congregational meetings.

Section 6. All meetings shall be opened and closed with a prayer, seeking God's wisdom and guidance. Meetings shall be conducted in accordance with the Constitution of the Presbyterian Church (U.S.A.), these Code of Regulations, and the most recent edition of *Robert's Rules of Order*.

ARTICLE 7 - Moderator

Section 1. The pastor shall moderate the meetings of the congregation. If there are co-pastors, they shall alternately preside at meetings. When the church is without a pastor, the moderator appointed by the Presbytery shall preside. If it is impractical for the pastor or the moderator of the Session appointed by the presbytery to preside, he or she shall invite, with the concurrence of the Session, another minis-

ter of the Presbytery to preside. When this is not expedient, and when both the pastor and the moderator concur, a member of the Session may be invited to preside.

Section 2. Since the pastor or moderator is not a member of the congregation, an elder or officer of the Corporation shall be invited to moderate a meeting of the congregation when corporate matters appear on the agenda.

ARTICLE 8 - Secretary

The Clerk of the Session, as the Secretary of meetings of the congregation and of the Session, shall be the secretary of the congregation and of the Session. If the Clerk is unable to serve at a congregational meeting, the congregation shall elect a secretary. The minutes of each meeting of the congregation and the Session shall be attested by the moderator and the secretary and shall be entered in the minute book of the Session.

ARTICLE 9 - Standing Committees

Section 1. The congregation shall form a Nominating Committee in the following manner: two active elders elected by the Session at their annual meeting in January to serve as co-moderators, two deacons elected by the board of deacons (Care Council), one endowment trustee elected by the Endowment Committee, and five at-large members from the Congregation, nominated by the Nominating Committee and elected by congregation at the Annual Congregational Meeting in October. At-large members cannot be currently serving as an elder, deacon, or endowment trustee. At-large members cannot serve on the Nominating Committee for more than three consecutive years. The pastors shall be members ex officio and without vote.

Section 2. The Session shall appoint at their annual meeting in January a Personnel Committee made of two active elders, one from the Administration Council and one at-large, and at least five Church members nominated by the Session. The Clerk of the Session will receive recommendations for the Personnel Committee from Session members, with input from the pastoral staff. A member of the Personnel Committee having served a total of six years shall be ineligible for appointment for a period of at least one year. The Personnel Committee responsibilities include addressing confidential personnel issues, the hiring and firing of support staff, ensuring the productivity of the staff, participating in the annual reviews of staff, and making recommendations regarding staffing to Session. The Personnel Committee is accountable to the Session.

Section 3. The congregation shall annually elect trustees to the Endowment Committee at the annual congregational meeting in October. There shall be at any time five to seven elected endowment trustees serving three year staggered terms. An endowment trustee having served a total of six consecutive years shall be ineligible for reelection for a period of at least one year. The Endowment Committee is accountable to Session and shall report to the Administration Council as needed (in writing or

in person), to the Session twice a year, and to the congregation at the Annual Meeting in May. The Endowment Committee shall meet at least quarterly, and as needed, to effectively manage and oversee the endowment. The Endowment Committee is responsible for ensuring the implementation of the Investment Policy Statement (IPS), which is the governing document for the endowment as approved by the Session. Implementation of the IPS involves, among other things, making decisions about the particular funds and other investments to be held in the portfolio and the allocations to each. This may involve the hiring and firing of investment managers as well as the consultant for the overall endowment. In addition to its authority over investments, managers and consultants, the Endowment Committee is responsible for ensuring that the documents provided by donors of an endowment gift are faithfully carried out with regards to the purpose, investment approach (either a “Growth and Income Strategy” or an “Income Strategy”), and spending policies for the gift.

ARTICLE 10 - The Session

Section 1. The governing body of the Church shall be the Session, members of which are active members of the congregation nominated by the Nominating Committee and elected by the congregation at the Annual Congregational Meeting in October. The Session shall be composed of the pastor or co-pastors, the associate pastors, and the elders in active service. The number of elders in active service shall be a minimum of twelve and a maximum fifteen, with equal class size.¹ An elder having served a total of three years shall be ineligible for reelection to the Session for a period of at least one year, unless they filled a vacancy for one year or less.

Section 2. Regular meetings of the Session, including the annual meeting in January, shall be at such place, date, and time as may be fixed by the Session or by the Moderator.

Section 3. The quorum for Session meetings shall be half, plus one, of the elders in active service.

Section 4. Special meetings of the Session may be called in accordance with the Constitution of the Presbyterian Church (U.S.A.) (G-3.0203).

Section 5. In addition to the other responsibilities as specified by the Book of Order (G-3.0201), the Session is responsible for setting the vision and values for the church and communicating said vision and values to congregation on a regular basis

Section 6. The execution of the vision of the Session shall be carried out by Councils, who are accountable to the Session.

¹ It is recognized that there may be up to 20 elders on Session during the governance transition in 2015-2017.

Section 7. The Session may from time to time appoint a task force to serve a special purpose, consisting of one or more members of the Session, together with members of the congregation. The Session may prescribe or limit the powers and duties of any task force.

ARTICLE 11 - Councils

Section 1. The Councils of the Church are the Administration Council, the Care Council, the Faith Formation Council, the Serve Council, and any other Council the Session may choose to establish.

Section 2. The Administration Council is responsible for overseeing financial and property related concerns. The Care Council is responsible for the ministries that extend care and support to members and friends of the Church. The Faith Formation council oversees the faith formation initiatives for children, youth and adults, including stewardship. The Serve Council directs the mission and outreach of the Church.

Section 3. The leadership of the Councils shall be provided by the members of the Session. The membership of each Council shall be provided by the congregation. Members of the congregation shall serve only one Council at a time.

Section 4. The primary responsibility of the Councils is the implementation of the vision set by the Session.

Section 5. Only the Session has the power to disband a Council.

Section 6. Councils are permitted to create task forces with a limited time-frame for a specific purpose and ministry teams to do the work of the Councils. All ministry teams and task forces are accountable to the Council that Session has assigned to supervise their work.

Section 7. Councils are required to meet at least four times a year and are accountable to the Session.

ARTICLE 12 - Board of Deacons

There shall be a board of deacons, also known as the Care Council, members of which are active members of the congregation nominated by the Nominating Committee and elected by the congregation at the Annual Congregational Meeting in October. The board of deacons shall be composed of a minimum of twelve and a maximum of fifteen deacons, with equal class size.² Deacons shall serve a two year term. Deacons may serve up to three terms consecutively. A deacon having served a total of

²It is recognized that there may be up to 28 deacons on the Care Council during the governance transition in 2015-2017.

six years shall be ineligible for reelection to the board of deacons for a period of the at least one year, unless they filled a vacancy for one year or less.

ARTICLE 13 - Vacancies

Vacancies on the Session, board of deacons, or endowment committee may be filled at a special meeting of the congregation or at the annual meeting, as the Session may determine.

ARTICLE 14 - Church Administrator

The Corporation may employ a Church Administrator to manage the daily business operation of the Church who shall report to the Pastor/Head of Staff. The duties and responsibilities of the Church Administrator shall be determined by the Pastor/Head of Staff in consultation with the Session and the Officers of the Corporation. Such duties and responsibilities shall be reviewed and revised as deemed necessary. The Church Administrator may be authorized to carry out such functions on behalf of the Corporation as approved by the Pastor/Head of Staff, the Personnel Committee, and the Administration Council as appropriate.

ARTICLE 15 - Fiscal Year Calendar

The fiscal year of the Corporation shall be from January 1 to December 31, except as may be otherwise determined by the Corporation.

ARTICLE 16 - Indemnification

Section 1. The Corporation shall indemnify those persons serving as its Pastors, Elders, Deacons, and Endowment Trustees, Officers and such other persons as it is permitted to indemnify by Section 1702.12(E) of the Ohio Nonprofit Corporation Law, and the heirs, executors and administrators of such persons, to the full extent permitted by, but in accordance with, the provisions of that Section, Reference to Section 1702.12(E) in the previous sentence shall constitute a reference to any legislation hereafter enacted by the Ohio Legislature on the same general subject as the current Section 1701.12(E), whether by amendment of that Section or by substitution of differently numbered section in lieu of it. Notwithstanding the foregoing, except as otherwise required by Section 1702.12(E), a person who would be entitled to indemnity only as an agent (a Pastor, Elder, director, officer, employee or Trustee shall not be considered an "agent" for purposes of this sentence) of the Corporation, or only as an agent of another entity, shall not be entitled to indemnity unless specific indemnity has be extended to that agent by action of the Board of Directors.

Section 2. The Corporation may purchase and maintain indemnity insurance on behalf of itself and/or any person who would be entitled to indemnity pursuant to the foregoing paragraph.

Article 17 - Amendments

These Code of Regulations may be amended at any regular or special meeting of the congregation called for that purpose by a two-thirds vote of those present provided the text of the proposed changes shall have been filed with the Session at least two weeks before the date of the meeting and in addition are available for review at the offices of the Church on those Sundays on which notice of the congregational meeting to consider such amendments is given.

Article 18 - Regular Review of Code Regulations

This Code of Regulations shall be reviewed every two years by a task force of the Session to remove or replace provisions as needed.

Effective Date

These regulations shall become effective from and after adoption thereof.

Adopted on _____,

Secretary _____