

**By-Laws of Grace Evangelical Presbyterian Church PCA  
Davidsonville, Maryland**

1 Article 1: Corporation

- 1.1 Name: The name of this church is Grace Evangelical Presbyterian Church (hereinafter in Article 1 referred to as the “Corporation”).
- 1.2 Membership: The members of the Corporation shall be all communing members in good standing on the rolls of the church who are 18 years of age or older. The term “communing members” is defined in 2.3(a) herein.
- 1.3 Board of Trustees:
- (a) Composition: The governing board shall be a Board of Trustees. The Board of Trustees shall consist of at least four (4) adult communing members of the church elected to serve on the Board by the members of the Corporation and shall include one (1) active Ruling Elder, one (1) active Deacon, and two (2) members at large from the communing members. The Treasurer and the Pastor shall be ex-officio voting members.
  - (b) Qualifications: A Trustee shall be a person of wisdom and discretion, sound in the faith, skilled in the areas of financial management and property administration, and responsible for the Corporation in civil matters.
  - (c) Powers and Duties: The Board of Trustees shall have the power and authority, if authorized by the Corporation’s members, to buy, sell, or mortgage property for the Corporation, to accept and execute deeds, and cause the Corporation to hold and defend titles to the same. In the fulfillment of their duties, the Trustees, individually and as a constituted Board, shall always be subject to the authority of, and shall act solely by instructions of, the Corporation; said corporate direction shall be given pursuant to a duly constituted meeting of the Corporation.
  - (d) Elections:
    - i. The Board of Trustees shall be elected by the members of the Corporation at a duly constituted meeting of the Corporation from a list of candidates receiving the five (5) highest number of nominations by the members and available for consideration at least one (1) week prior to the meeting at which the election is to take place.

- ii. The Board of Trustees shall elect a Chairman, Vice Chairman, and a Secretary from the members of the Board.
  - (e) Term: Each Trustee shall be elected for a three-year term and serve in such elected capacity until terminated or a successor is duly elected. However, notwithstanding the foregoing, no Trustee shall serve for more than six (6) consecutive years. If a Trustee has served for six (6) consecutive years, that Trustee shall be eligible to seek re-election to the Board after the lapse of one (1) year or more in which the individual was not a Trustee.
  - (f) Meetings: The Board of Trustees shall meet as a distinct body at least once per year. Any such meeting shall be called by the Chairman, the Session<sup>1</sup>, or two or more members of the Board of Trustees. A quorum for its meetings shall be a majority of the Board.
  - (g) Chairman: The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees and shall perform all other duties as may be required of him under the laws of the State of Maryland, this set of By-Laws, or resolutions of the Board of Trustees. He shall sign all documents, deeds, contracts, and obligations of the Corporation as directed by the Session.
  - (h) Signatories: Any and all documents, deeds, contracts, and obligations required to be signed by the Chairman shall also be signed by one of the other members of the Board of Trustees.
  - (i) Vice Chairman: The Vice Chairman of the Board of Trustees shall fulfill the duties of the Chairman in the Chairman's absence or incapacity to serve.
  - (j) Secretary: The Secretary of the Board of Trustees shall keep an accurate record of all the actions of the Board and shall act as Secretary at the meetings of the Corporation. The Secretary shall keep accurate minutes of the meetings and preserve the minutes in a permanent form after the minutes have been attested by the Chairman and Secretary.
- 1.4 Meetings of the Corporation: The Corporation shall hold an annual meeting of the members in the month of January of each year. Special-call meetings may be convened as the Board of Trustees determines is necessary to carry out the duties, functions, and obligations of the Corporation. Sufficient notice shall be given as to the agenda items, date, time, and place of each meeting, but in no event less than one (1) week before the scheduled time for the meeting. The notice requirement may be

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<sup>1</sup> The term "Session" is defined in the *Book of Church Order*, Chapter 12.

waived, but only if the lack of proper notice is announced at any such meeting in which the notice requirement is not met, and no member in attendance objects to the meeting proceeding despite the lack of proper notice. A quorum for meetings of the Corporation shall be 1/5<sup>th</sup> of the members whether they are in attendance or not at any such meeting.

- 1.5 Parliamentary procedures for governance of meetings: In the conduct of meetings, any parliamentary questions not covered by this set of By-Laws shall be decided by the latest edition of “Roberts Rules of Order.”
- 1.6 No proxy voting: Proxy voting is not allowed at any meeting of the Corporation or of the Board of Trustees.
- 1.7 Amendments to Article 1: Article 1 may be amended by a 2/3rds vote of the members of the Corporation present at any annual or special-call meeting of the Corporation. Sufficient notice shall be given as to the agenda items, date, time, and place of such meeting, but in no event less than one (1) week before the scheduled time for the meeting. The notice requirement may not be waived.

## 2 Article 2: Ecclesiastical

- 2.1 Affiliation: Grace Evangelical Presbyterian Church, herein referred to as “Grace PCA,” is a particular congregation<sup>2</sup> of the Presbyterian Church in America (PCA). As such, Grace PCA adopts and incorporates herein the following: “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 Directory for Worship; all as adopted by the Church.”<sup>3</sup>
- 2.2 Doctrine: The doctrine of Grace PCA is that system commonly called “The Reformed Faith” as expressed in the Scriptures of the Old and New Testaments and in the Westminster Confession of Faith, together with the Larger and Shorter Catechisms.
- 2.3 Membership:
  - (a) Communing members are those members as defined in Chapter 6-2 of the *Book of Church Order*.

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<sup>2</sup> *The Book of Church Order of the Presbyterian Church in America*, Chapter 4, page 4-1.

<sup>3</sup> *Id*, Preface to the Book of Church Order, III.

(b) Non-communing members are those members as defined in Chapter 6-1 of the *Book of Church Order*.

2.4 Government: The government of Grace PCA shall be in conformity with the *Book of Church Order*.

(a) Teaching Elders: Teaching Elders shall serve the congregation of Grace PCA at the pleasure of the communing members and Presbytery, but in all situations in conformity with the *Book of Church Order*.

(b) Ruling Elders: Each Ruling Elder shall be elected for a three-year term and serve in such elected capacity until terminated or a successor is duly elected. However, notwithstanding the foregoing, no Ruling Elder shall serve for more than six (6) consecutive years. If a Ruling Elder has served for six (6) consecutive years, that Ruling Elder shall be eligible to seek re-election to the Board after the lapse of one (1) year or more in which the individual did not actively participate as a member of the Session.

(c) Deacons:

i. Each Deacon shall be elected for a three-year term and serve in such elected capacity until terminated or a successor is duly elected. However, notwithstanding the foregoing, no Deacon shall serve for more than six (6) consecutive years. If a Deacon has served for six (6) consecutive years, that Deacon shall be eligible to seek re-election to the Board after the lapse of one (1) year or more in which the individual did not actively participate as a member of the diaconate.

ii. There shall be a Board of Deacons, the requirements of which are set forth in the Book of Church Order, Chapter 9. The Chairman, Secretary, and Treasurer shall serve for a term of one (1) year and are eligible to succeed themselves at the pleasure of the Board of Deacons. A majority of the Board of Deacons shall constitute a quorum.

2.5 Treasurer: There shall be a Treasurer. The Treasurer shall be selected by the Session for a term of one (1) year and serving in such capacity until terminated or a successor is duly elected. The Treasurer shall maintain the financial records of the Corporation/Grace PCA in accordance with generally accepted accounting principles for congregations in the Presbyterian Church in America. On an annual basis as required by the Session, the Treasurer shall present an annual statement of the financial condition of Grace PCA in a format approved by the Session.

- 2.6 Fiscal year: The fiscal year of Grace PCA shall be from January 1 through December 31 of each year.
- 2.7 Real property and personal property ownership: No superior court of the church shall have any claim whatsoever upon any real property or any equity in any real estate, or any fund or other personal property of any kind held by or belonging to Grace PCA or any subdivision thereof. The superior courts of the church may receive monies or property from Grace PCA only by free and voluntary action of Grace PCA.
- 2.8 Parliamentary procedures for governance of meetings: In the conduct of meetings, any parliamentary questions not covered by this set of By-Laws shall be decided by the latest edition of "Roberts Rules of Order."
- 2.9 No proxy voting: Proxy voting is not allowed at any meeting of the communing members of Grace PCA, the Session, or the Board of Deacons.
- 2.10 Amendments to Article 2: The provisions of Article 2 that are extracurricular to the *Book of Church Order* may be amended by a 2/3rds vote of the communing members of Grace PCA present at any annual or special-call meeting of the congregation. Sufficient notice shall be given as to the agenda items, date, time, and place of such meeting, but in no event less than one (1) week before the scheduled time for the meeting. The notice requirement may not be waived.

This set of By-Laws was properly adopted by the requisite number of communing members at a properly constituted meeting for the purpose of approving this set of By-Laws on this \_\_\_\_ day of \_\_\_\_\_, 2021.

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Jerry Straight, Moderator

Attest:

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Philip Mahaffey, Clerk