

BYLAWS OF THE CONGREGATION AND CORPORATION
OF THE
FIRST PRESBYTERIAN CHURCH OF ASHLAND, OREGON

I. Statement of Purpose

The First Presbyterian Church of Ashland has been called by God and organized to be a faith community, centered in Christ, doing justice, loving kindness, and walking humbly with our God.

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

The First Presbyterian Church is a member church of the Presbytery of Cascades in the Synod of the Pacific of the Presbyterian Church (U.S.A.).

III. Relation to the State of Oregon

The Corporation of the First Presbyterian Church of Ashland, Oregon, being a religious non-profit corporation of the State of Oregon, recognizes that the constitution and laws for non-profit religious organizations are, in all of their provisions, obligatory upon it and its members.

IV. 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, these bylaws shall provide specific guidance for this church. Roberts Rules of Order (Newly Revised) shall be used for parliamentary guidance.

V. Ordered Ministries of the Congregation/Corporation

1. The Session, in addition to its moderator, shall ordinarily consist of seven ruling elders, divided into two classes of two each and one class of three, whose terms shall be so arranged that the terms of one class shall expire on the date of the annual meeting. Vacancies on Session occurring before the expiration of the terms of office may be filled by election at a special meeting of the congregation called for that purpose.
 - a. The Session is responsible for the mission and governance of the congregation. Members of the Session, responsible to the Presbyterian Church (U.S.A.), shall ex officio comprise the corporation's Board of Trustees in which all corporate matters and responsibilities shall be vested.ⁱ

- b. The officers of the corporation shall be a president, a vice president, and a secretary, elected by the session annually from among its members at its first stated meeting after each new class of ruling elders is elected and takes office.ⁱⁱ
 - c. The Session shall annually elect:
 - i. a Clerk of Session who also serves as Secretary of the Corporation (must have been ordained as a ruling elder),
 - ii. a Treasurer,
 - iii. a ruling elder to serve on the Church Nominating Committee.
 - d. The Session may consider and vote on a matter electronically if there is opportunity for prior discussion by a quorum of the session. This prior discussion and a concurrent or later vote may be by tele-, video-conference or other technology, when a physical meeting is not practicable. Results of such votes shall be provisional until affirmed and recorded at the next meeting of the session.
2. **The Board of Deacons** serves the needs of the most vulnerable members and assists in ministries as directed by the session. The Board of Deacons shall ordinarily consist of twelve (12) deacons, divided into three classes of four each, whose terms shall be so arranged that the terms of four deacons shall expire on the date of the annual meeting. Two people may share one position. Vacancies on the Board of Deacons occurring before expiration of the terms may be filled by election at a special meeting of the congregation called for that purpose.
 3. **The Church Nominating Committee** shall be formed to take office each year following the January Annual Meeting. One member of the Church Nominating Committee shall be designated by and from the Session. One member of this committee shall be chosen by and from the Board of Deacons. Three additional members (none of whom may be in active service on the Session or Board of Deacons) shall be nominated and elected to three-year terms by the congregation at its annual meeting in January. These members shall be divided into three equal classes, with the term of one member expiring on the date of the annual meeting. The pastor shall serve ex officio and without vote.
 4. **Diversity/Consecutive Terms** - The nomination and election of ruling elders, deacons and nominating committee members shall express the rich diversity of the congregation's membership and shall guarantee participation and inclusiveness. (F-1.0403)ⁱⁱⁱ No ruling elder, deacon or member of the nominating committee shall serve for consecutive terms, either full or partial, aggregating more than six years.
 5. **Notice of Nominees** - The Church Nominating Committee shall nominate one person per position for election. Nominations shall be announced two Sundays immediately preceding the October election meeting or any special meeting of the congregation called to fill unexpired terms.

6. **Nominations from the Floor** - When elections are held, opportunity shall be given for nominations from the floor, which require consent of the nominee.

VI. Meetings of the Congregation/Corporation

1. **Adequate public notice** of all congregational meetings shall be given, including notice given at two regular services of worship prior to the meeting, one of which may include the Sunday of the meeting. (G-1.0502)^{iv} For meetings to elect a pastor nominating committee or to elect a pastor, public notice must be given two Sundays before the congregational meeting and the second notice cannot be given the day of the meeting. (G-7.0303; G-14.0502)^v
2. **The quorum** of the congregation and corporation for the transaction of business at any regular or special meeting shall be the moderator, the secretary, and a minimum of 10% of the active membership, but under no circumstances shall it be fewer than twenty (20) persons entitled to vote.
3. **Voting** - All active members of the church regardless of age shall be entitled to vote at all regular and special meetings of the congregation. Voting by proxy shall not be allowed in any meeting nor shall absentee ballots be allowed.
4. **The Annual Meeting of the Congregation/Corporation** shall ordinarily be held during the month of January, date and time to be determined by the session.
 - a. **Annual reports** of the previous calendar year shall include but not be limited to: membership statistics from the Clerk of Session; financial report of receipts and expenses including mission disbursements with report of assets including real property and trust funds from the Treasurer; a budget for the current year from the Session; staff reports, reports of committees/teams/clubs/organizations of the church; and other materials for the edification of the congregation and to the glory of God.
 - b. **At the annual meeting**, the installed pastor's terms of call must be approved by the congregation for recommendation to the presbytery for its approval (G-7.0302; G-7.0304)^{vi}; Church Nominating Committee members are elected. Business which was placed in the notice for the meeting and other business properly coming before the meeting may be transacted.
5. **Election Meeting** - There shall ordinarily be a meeting of the congregation in October of each year to elect ruling elders and deacons and to transact any other business which is placed in the notice for the meeting. The date, time, and place of this meeting shall be set by the session.

6. **Special meetings** of the congregation or corporation may be called by the session or the presbytery, and shall be called by the session when requested in writing by one-fourth of the members on the active roll of the church. Such notices shall clearly state the purpose of such special meeting, and no other matter except that specified in the notice may be considered.
7. **The moderator for any meeting of the congregation** shall be the pastor. If it is impractical for the pastor or moderator of session appointed by the presbytery to preside, a moderator shall be selected in accordance with the provision of the Constitution of the Presbyterian Church (U.S.A.).
8. **The moderator for any meeting of the corporation** shall be the president or vice president of the corporation.
9. **The Clerk of Session shall be secretary** of the meetings of the congregation and corporation. In the absence of the clerk, the congregation shall elect a secretary for that meeting. The Clerk of Session shall prepare the minutes of the meetings. After their approval by the Session, the minutes shall be attested by the moderator and the clerk and shall be entered into the *Permanent Minute Book of Session*.

VII. Amendments to the Bylaws

These bylaws may be amended subject to the charter of this corporation, the laws of the State of Oregon, and the Constitution of the Presbyterian Church (U.S.A.) at any annual meeting or at any special meeting of the congregation or corporation by a two-thirds (2/3) vote of the voters present, provided that a full reading of the proposed changes or a printed distribution of the same shall have been made in connection with the call of the meeting.

Approved January 29, 1984
 Revised February 1988
 Revised February 1992
 Revised January 1996

Revised January 29, 2012
 Revised January 27, 2013
Proposed for revision January 31, 2016

ⁱ Quoted from the Articles of Incorporation, First Presbyterian Church of Ashland, Oregon.

ⁱⁱ Ibid

ⁱⁱⁱ Refers to section of *The Book of Order: The Constitution of the Presbyterian Church (USA)*

^{iv} Ibid

^v Ibid

^{vi} Ibid