

By-Laws FIRST PRESBYTERIAN CHURCH OF UPLAND

JANUARY 28, 2024

PREAMBLE

These bylaws ensure that the operations and governance of First Presbyterian Church of Upland, California, align with the Book of Order of the Presbyterian Church(U.S.A.). First Presbyterian Church of Upland stands as a congregation of the PCUSA and as a member congregation of The Presbytery of Riverside.

n.b. As used in these bylaws: the words "shall" or "will" are understood to be mandatory, and the word "may" is permissive.

ARTICLE I—NAME AND RELATIONSHIP

Section 1: Name

The name of this Church shall be First Presbyterian Church of Upland, California. This Church was organized in 1887 by the Presbytery of Los Angeles and incorporated by the State of California on March 3, 1898. California Corporation Number C0027980.

Section 2: Presbytery

This Church is a member congregation of the Presbytery of Riverside of the PCUSA.

Section 3: Location

The principal office for the transaction of the business of this Church, including its corporate affairs, shall be at 869 North Euclid Avenue, Upland, California, 91786

Section 4: Nonprofit

This Corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law primarily for religious purposes. (California Corporations Code Title 1, Division 2, Part 4, Chapter 1, Article 3 §9130(b)) First Presbyterian Church Upland is certified by the IRS as a 501(c)3 corporation.

Section 5: The Corporation

Service of process upon a corporation shall be governed by Chapter 17 (commencing with Section 1700) of Division 1 of Title 1. The name and address in this state of the Corporation's initial agent for service of process per subdivision (b) of California Corporation Code Title 1, Division 2, Part 2, Chapter 12, §6210(b) is

As designated by Session

869 North Euclid Avenue

Upland, CA 91786

(California Corporations Code Title 1, Division 2, Part 4, Chapter 1, Article 3, §9130(c))

ARTICLE II—RESPONSIBILITIES

Section 1: Mission

The primary responsibilities of this congregation shall be:

1. To pursue its mission statement: *Growing in Christ, Making Him Known*.
2. To receive, hold and disburse gifts, bequests, and real property.
3. To own and maintain or lease available real estate and buildings and any personal property deemed necessary for its purpose; to enter into, make and perform, and carry out contracts of every kind for any lawful purpose, without limit to the amount.

Section 2: Responsibility

The primary responsibility of the Session—the Board of Elders—is the mission and preservation of the Church.

ARTICLE III—NONPARTISAN ACTIVITIES

Section 1: Nonpartisanship

1. This Corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described above and shall be nonprofit and nonpartisan. No substantial part of the Corporation's activities shall consist of the publication or dissemination of materials to attempt to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate.
2. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

ARTICLE IV—CONGREGATIONAL MEETINGS AND MEMBERSHIP

Section 1: Realm

All congregational meetings may deal with "corporate" or "ecclesial" affairs.

Section 2: Membership

The membership of a congregation of the PCUSA and FPCU includes baptized members, active members, and affiliate members:

1. A *baptized member* is a person who has received the Sacrament of Baptism and has been enrolled as a baptized member by the Session but has not made a profession of faith.
2. An *active member* is a person who has been baptized, made a profession of faith in Christ, received into membership in the Church, and participates in the Church's work and worship. The Session shall have responsibility for preparing those who would become active members of the congregation.
3. An *affiliate member* is a member of another congregation whom the Session has received as an affiliate member. An affiliate member may not vote in

congregational meetings or be elected to an ordered ministry or other offices in the congregation.

Section 3: Stated Meetings

There shall be two stated meetings of the congregation each year: one in January for receiving the annual report, electing the Nominating Committee of the Congregation, and considering any change in terms of the pastoral calls. The other takes place in May to elect elders and deacons.

Section 4: Called Meetings

Called meetings of the congregation take place when called by the Session, the Presbytery, or one-fourth of the active congregational members (*via* the Session).

Section 5: Notice of Meetings

All congregational meetings require public notice at services on two successive Sundays preceding the meeting. The meeting may be convened following the notice given on the second Sunday.

Section 6: Quorum

A quorum shall consist of ten (10) percent of the active membership. A majority of votes cast shall decide the question except in matters requiring a change in the bylaws, in which case a two-thirds minimum shall be required. Voting by proxy is not authorized.

Section 7: Business

Business to be transacted at meetings of the congregation shall be limited to matters related to the following:

1. electing ruling elders and deacons;
2. approving the member rosters for the Board of Trustees and Preschool Board;
3. calling a pastor, co-pastor, or associate pastor;
4. changing existing pastoral relationships by such means as reviewing the adequacy of and approving changes to the terms of call of the pastor or pastors, or requesting, consenting to, or declining to consent to dissolution;
5. buying, mortgaging, or selling real property;
6. requesting the Presbytery to grant an exemption as permitted by the *Book of Order*;
7. approving a plan for creating a joint congregational witness or amending or dissolving the joint congregational witness.

Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same congregational meeting.

The pastor and associate pastor, not being members of the congregation, do not vote in congregational meetings. In a tie vote, the question shall be presented a second time. If the vote is still a tie, the motion shall have failed.

Section 8: Moderation and Minutes

1. The pastor shall moderate all meetings of the congregation. If it is impractical for the pastor to preside, they shall invite another pastor who is a member of the Presbytery or a person authorized by the Presbytery to serve as moderator. If there is no installed pastor, or the installed pastor cannot moderate or name another moderator, the Presbytery shall make provision for a moderator.
2. The Clerk of Session shall serve as secretary for all congregational meetings. If the Clerk of Session cannot serve, the congregation shall elect a secretary for that meeting. The secretary shall record the congregation's actions in the meeting minutes.
3. The Session shall read, correct, and approve the congregational meeting minutes at its next scheduled meeting and enter them into the permanent record. The minutes of each congregational meeting shall be attested by the moderator and the secretary (Clerk of Session or secretary elected for that meeting, as appropriate). The Clerk shall enter the minutes into the Session minute book.

ARTICLE V. NOMINATION AND ELECTION OF CHURCH OFFICERS

Section 1: Nominating Committee

Ruling elders and deacons shall be nominated by a committee elected by the congregation, drawn from, and representative of its membership. The nominating committee shall be elected by the congregation at the January congregational meeting and serve for a one-year term beginning with the conclusion of that meeting. The committee shall consist of at least five active members of the congregation and shall include at least one ruling elder currently serving on the Session and one serving deacon for a minimum of seven members. When elections are held, full opportunity shall always be given to the congregation for nominations from the floor. All nominees must be active members for at least one year. The pastor shall be a committee member, serving *ex officio* and without vote.

Section 2: Elections

The election may be by voice vote if there is but one candidate for each office. If there are two or more candidates, the election shall be by ballot. A majority vote elects.

Section 3: Classes

There shall always be three classes of elders and deacons as nearly equal in number as possible, one class only of which shall expire each year. Terms for elders and deacons shall be for three years, except when it becomes necessary to elect some for shorter terms to equalize the numbers in the classes to fill vacancies. Any elder or deacon, having served one term, shall be eligible to serve for a second term. After the second term, at least one year must elapse before the individual may serve again.

ARTICLE VI SESSION

Section 1: Moderator and Clerk

The pastor shall serve as moderator. The pastor shall moderate all meetings of the Session. If it is impractical for the pastor to preside, they shall invite another pastor who is a member of the Presbytery or a person authorized by the Presbytery to serve as moderator. In addition to the Moderator and Clerk, the number of Session members shall be no less than twelve (12) and no more than fifteen (15).

The Clerk of the Session shall be an elder, either installed or not installed, elected by the Session for such term as it may determine. If not installed, the Clerk may have a voice but not vote.

The spouse of an installed pastor or staff member currently serving at FPCU is ineligible to serve on the Session.

Section 2: Responsibilities

The Session may frame statements of faith, bear testimony against error in doctrine and immorality in life, resolve questions of doctrine and discipline, give counsel in matters of conscience, and decide issues properly brought before them under the *Book of Order*. The Session is responsible for the leadership, guidance, and government of that portion of the Church under its jurisdiction.

Section 3: Meetings and Quorum

The Session shall hold quarterly stated meetings and other meetings as called. Called meetings may be called by the moderator upon notice to all members, by request of any two or more members thereof, or upon the direction of the Presbytery. A quorum for the transaction of business shall be the first whole number greater than or equal to one-half of the membership, except in voting to receive new members, wherein the quorum shall be at least three elders plus the moderator.

Section 4: Finance

1. The Session approves the FPCU operating budget. The Session shall present its budgets to the congregation at its January meeting.
2. Borrowing funds or making one-time expenditures beyond ten (10) percent of the church budget in one year shall require congregational approval.
3. The Session shall have the overall policy-making responsibility for the financial management of the church properties and finances. While responsibility for implementing policy and receiving or disbursing funds may be delegated to the Board of Trustees, final responsibility and authority remain with the Session.

Section 6: Records and Reports

The church office shall keep copies of the articles and bylaws as amended to date, which shall be open to inspection by congregational members during office hours. All records shall be retained according to the Document Retention and Destruction Policy of the Church.

Section 7: Personnel

The Session shall have the overall policy-making responsibility for personnel management of the Church. Particulars are detailed in the FPCU Manual of Operations.

ARTICLE VII BOARD OF TRUSTEES

Section 1: Members

The Board of Trustees shall consist of at least five members. Three will be elders in active service and will fill the positions of President, Vice President, and Treasurer. Any elder may serve the other two positions at large. A quorum for business transactions shall be three, but in any case, the President or Vice President must be present.

Section 2: Officers

1. The Board of Trustees' officers shall be this Corporation's officers and shall be President, Vice President, Secretary, Treasurer, and Assistant Treasurer.
2. The officers of this Corporation shall be elected annually by the Board of Trustees at any regular or special meeting of the Board of Trustees.
3. The President, Vice President, and Treasurer shall be currently installed elders.

Section 3: Powers

The Corporation so formed, or the individual Trustees, shall have the following powers:

1. The Board of Trustees shall process formal corporate documents and perform duties required of it by civil law according to powers granted to nonprofit religious corporations by the state laws of California and shall be in conformity to the articles of incorporation of this Church.
2. 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 and under the provisions of the Constitution of the PCUSA, provided further that in buying, selling, and mortgaging real property, the Trustees shall act only after the approval of the congregation granted in a duly constituted meeting.
3. All real or personal property, now or hereafter acquired, and any interests therein, legal or equitable, will be held in trust for the use and benefit of the PCUSA.

Section 4: Designated Contributions

The Church may accept any designated contribution, grant, bequest, or device consistent with its general tax-exempt purposes, as outlined in the bylaws of the Church. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses; such designations will generally be honored. However, the Church shall reserve all right, title, and interest in and to, and control of, such contributions, as well as complete discretion regarding the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. If such a time occurs that funds cannot be used as designated by the donor, the donor will be notified in writing in advance of such expenditure of designated funds to seek approval from the donor.

Further, the Church shall retain sufficient control over all donated funds (including designated contributions) to ensure that such funds will be used to carry out the Church's tax-exempt purposes.

Section 5: Buildings and Grounds Committee

1. The Buildings and Grounds (B&G) Committee shall be a subordinate committee of the Board of Trustees.
2. Particulars will be detailed in the FPCU Manual of Operations.

ARTICLE VIII: PASTOR SELECTION

When it becomes necessary to issue a call to a pastor, the Session shall, with the guidance of the Presbytery, form a Pastor Nominating Committee per the *Book of Order*. A representative from the Presbytery shall be an *ex-officio* member of the Pastor Nominating Committee.

ARTICLE IX INDEMNIFICATION OF ELDERS, TRUSTEES, OFFICERS, EMPLOYEES, AND OTHER AGENTS.

Section 1: Inclusions

To the fullest extent permitted by law, this Corporation shall indemnify its "agents," as described in Section 5238(a) of the law, including its elders, Trustees, Deacons, Treasurer, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 9.

To the fullest extent permitted by law and except as otherwise determined by the Session in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation before the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The Corporation shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the Corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

Note: Authority Cited: Section 5238 California Corporation Code

Limitation on Indemnification. Indemnification of an individual elder or officer shall be subject to the following restrictions:

1. The individual must have acted in good faith;
2. The individual must have reasonably believed that their conduct was not opposed to the Church's best interest;
3. In the case of conduct in the individual's official capacity, they must have reasonably believed that the behavior was in the Church's best interests;
4. In the case of a criminal proceeding, the individual must not have had reasonable cause to believe that their conduct was unlawful;
5. The individual cannot be indemnified in a proceeding where they have been adjudged liable to the Church in a proceeding by or in the right of the Church; and
6. The individual cannot have been adjudged liable based on an improper personal benefit received by the individual.

ARTICLE X AMENDMENTS

Section 1: requirements

These bylaws may be amended subject to the charter of the Corporation, the laws of the State of California, and the Constitution of the PCUSA at any meeting of the congregation by a two-thirds vote of the voters present, provided that full reading of the proposed change or changes or a printed distribution of the same shall have been made in connection with the call of the meeting.

Proposed amendments to these bylaws shall be presented to the congregation no less than two Sundays preceding the congregational meeting for the vote.

ARTICLE XI SEVERABILITY

The invalidity of any provision of these Bylaws shall not affect the other conditions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provision were omitted.

I, the undersigned, certify that I am the presently elected and acting Clerk of the Session of the FPCU, California, a California nonprofit corporation, and the above bylaws consisting of eight (8) pages, are the bylaws of this congregation as adopted at a meeting of the congregation held on *DATE* .

Executed at: Upland, California

Date: *January 28, 2024*

Clerk of Session: _____

Robert Whitmore III