

BYLAWS
OF
TRINITY PRESBYTERIAN CHURCH OF
HENDERSONVILLE, NORTH CAROLINA

ARTICLE I – ORGANIZATION

Section 1. Presbyterian Church Organization. Trinity Presbyterian Church of Hendersonville, North Carolina having adopted the *Constitution of the Presbyterian Church (U.S.A.)* recognizes that it is a part of and belongs to the Presbytery of Western North Carolina, Synod of the Mid-Atlantic and the Presbyterian Church (U.S.A.). As such it is subject to the lawful decrees, pronouncements and decisions of said higher authorities.

Section 2. Mission Statement. *Trinity is a family of faith called to make the Word known to all ages, to grow in faith together, to minister to those in need, and to do all these things with joy, love and compassion in the name of Christ the Lord* (adopted by session June 8, 2003).

Section 3. Purpose. The purpose for which this congregation was organized and continues is to further the Great Ends of the Presbyterian Church (U.S.A.) as set forth in the *Book of Order (BoO)*. The purpose also is to promote and to enhance the original mission statement of Trinity Presbyterian Church as follows:

- to proclaim the Gospel in word and deed through our activities in the world, inviting men and women to believe in Jesus Christ and to respond to Him by becoming a member of His church;
- to nurture the members of Christ’s Church through education, worship and fellowship seeking to provide a context for Christian growth; to share our joy of God’s grace, bearing one another’s burdens and rejoicing in one another’s blessings; and to equip the members of Christ’s Church to live as the people of God in the world wherever they are; and
- to provide a ministry of compassion in the name of Christ through activities that minister to the poor, the needy, the disturbed, the frightened and the lonely wherever they are; and through this ministry to give visible and tangible testimony of our concern for both the spiritual and physical needs of all people (adopted by the congregation June 11, 1967).

Section 4. Incorporation. Trinity Presbyterian church was chartered February 13, 1987 pursuant to Chapter 55A of the General Statutes of North Carolina. It is a perpetual nonprofit corporation titled Trinity Presbyterian Church of Hendersonville, Inc. Its registered office is 900 Blythe Street, Hendersonville, NC 28791. Other offices for the transaction of business may be located elsewhere, as the trustees shall determine.

Section 5. Corporate Authority. For purposes of these bylaws the *Constitution of the Presbyterian Church (U.S.A.)* – current edition – is incorporated herein by reference. Based

upon said constitution the corporation is empowered to receive, hold, manage and transfer property and to facilitate the management of the church's corporate affairs.

Section 6. Membership. All active members of Trinity Presbyterian Church shall be members of the church corporation. For corporate matters the active roll of congregation members kept by the session shall be used for purposes of eligibility at any corporate meeting or notification thereof.

ARTICLE II – MEETINGS

Section 1. Stated Meetings. Two stated meetings of the congregation and one regular meeting of the corporation shall be held each year at 900 Blythe Street, Hendersonville, NC 28791 or at a different location as directed by the session. The first stated congregational meeting of each year shall be known as the annual meeting. The annual meeting of the congregation and the meeting of the corporation shall be held concurrently in January each year at such date and time as directed by the session. Notice of such meeting shall be given to all active members of the church. The annual congregational meeting shall be held to review the call of the pastor(s) (including specifically the adequacy of compensation); to receive the reports of church committees, organizations, departments and other groups within the church; to receive the session-approved budget, financial reports and reports regarding church property; and such other matters as brought properly before the meeting.

A second stated congregational meeting shall be held in October each year on such date and at such time as the session shall direct and proper notice of such meeting given to all active members of the church. The October congregational meeting shall be held for the purposes of electing the nominating committee, ruling elders, deacons and such other offices as brought properly before the meeting.

Section 2. Special Meetings. The session or the presbytery may call at any time a special meeting of the congregation. The session acting as the board of trustees of the corporation also may call a special meeting of the corporation. The purpose of any special meeting shall be stated clearly in a notice distributed in advance of the meeting. No matter other than that specified in the notice shall be considered at any special meeting.

Section 3. Required Notice. Notice of the time and place of all meetings of the church congregation or corporation shall be by public announcement from the pulpit at least ten days in advance, which shall include two successive Sundays. In addition, the time and place of congregational meetings shall be published in any church newsletter, by any electronic means used by the church or both.

Section 4. Presiding Officers. As moderator of the session the pastor shall preside at meetings of the congregation. If the moderator cannot preside, the associate pastor will act. In the absence of both, a teaching elder of the Presbytery of Western North Carolina shall be invited by the pastor to preside. The session shall approve the invitation. If the church has no pastor(s), the moderator shall be appointed by the Presbytery of Western North Carolina. The clerk of the session shall act as secretary of the congregational meetings. If the clerk is unable to act, the congregation shall elect a secretary.

For corporate matters the president or the vice-president in the president's absence shall preside. The secretary of the corporation shall be the secretary of the meetings and shall certify the official minutes thereof.

Section 5. Specific Rules. All meetings shall be opened and closed with prayer. Active members of Trinity Presbyterian Church shall be entitled to vote at congregational meetings. Voting by proxy shall not be allowed. A quorum for all congregational meetings shall consist of 25 persons or 1/10 of the active members, whichever is greater.

Unless stated otherwise, meetings shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*.

ARTICLE III – PASTORS' CALL

Section 1. Compensation Review. At the annual congregational meeting the session shall report to the congregation the results of its review of the adequacy of the compensation of the pastor(s). When the congregation is discussing the pastor(s) compensation, the pastor(s) shall be excused. The secretary shall preside for this purpose only. Under these circumstances the secretary shall allow discussion related only to a motion to raise, decrease, continue or change the terms of the call.

Section 2. Ballot. Any vote taken regarding the terms of any call shall be by secret ballot. The secretary as moderator shall appoint a minimum of three inspectors of election to collect and tabulate the results. Inspectors shall be active members of the church not currently serving on the session or board of deacons.

Section 3. Associate Pastor. The provisions of Article III shall apply likewise to any associate pastor.

ARTICLE IV – ELECTION OF OFFICERS

Section 1. Ruling Elders. The session shall consist of 15 active members of the congregation elected as ruling elders at a congregational meeting, except in the event of the election of a youth elder, which would expand the membership to 16. Installation and ordination of newly elected ruling elders shall occur in the month of January following orientation, examination and confirmation by the session.

Section 2. Deacons. The board of deacons shall consist of at least 15 active members of the congregation elected at a congregational meeting. Installation and ordination of deacons shall occur in the month of January after election following orientation, examination and confirmation by the session.

Section 3. Rotary System. Ruling elders and deacons shall serve a term of three years. To the extent possible, one-third of the session and one-third of the board of deacons shall be elected each year. Ruling elders or deacons may serve consecutive terms, either full or partial, aggregating six years. Having served for a total of six years, a ruling elder or a deacon shall be ineligible for re-election for a period of one year. Terms of ruling elders and deacons shall expire when their successors have been ordained, installed or both. Any youth elder shall serve a term of one year and shall not be re-elected.

ARTICLE V – SESSION/DEACONS MEETINGS

Section 1. Meeting Requirements. Regular meetings of the session shall be held monthly, as the session shall determine. The moderator may call a special meeting of the session at the moderator's discretion. The moderator also shall call a special meeting of the session when requested in writing by any two members of the session. Reasonable notice of all special meetings must be given when other than routine business may be transacted. The session may meet in executive session whenever circumstances dictate.

Regular meetings of the board of deacons shall be held at least quarterly, as the board shall determine. Special meetings may be called at any time by the board's moderator.

A joint meeting of the session and the board of deacons shall be held at least annually to confer on matters of common interest. No action may be taken at this joint meeting.

Section 2. Deacons' Organization. The board of deacons shall function under the supervision and authority of the session. At its first meeting following the annual congregational meeting, the board of deacons shall elect a moderator and a secretary from among its members. The pastor, associate pastor and parish visitor shall be advisory members of the board.

Section 3. Quorum Requirements. A quorum of the session and of the board of deacons shall be the moderator and one-third of the ruling elders or deacons. For the reception or dismissal of members a quorum of the session shall be the moderator and two members.

ARTICLE VI - SESSION DUTIES AND ORGANIZATION

Section 1. General. The session is responsible for fulfilling the mission and providing the governance of the church. It has the final authority on all matters except those that reside with the congregation, the presbytery or both.

Section 2. Specific. The duties of the session, among others, are listed in the *BoO*.

Section 3. Organization. In fulfilling its duties the session may employ the assistance of the deacons and other organizations of the church. The session may establish ministries, separate committees and other organizational structures to accomplish its duties. In all said cases the session shall retain oversight and authority.

The moderator in consultation with and approval of the session shall appoint the chairperson of all ministries, separate committees and other organizational structures of the session.

All ministries and separate committees shall report either to the session or to a committee that reports to session. Said entities reporting to the session shall be chaired by a serving ruling elder. Those ministries and separate committees reporting to the session or to a committee that reports to session shall maintain a current, written charter that defines their purpose and separate tasks.

Section 4. Term of Office. Unless otherwise established by the session, the length of service as chairperson of all ministries, committees and other organizational structures of the session shall

be for a term of one year. Unless exception is made by the session, no chairperson shall serve for more than three consecutive one-year terms.

The term of membership on all ministries, committees and other organizational structures of the session shall be for one year and may be renewed by the chairpersons as required. Chairpersons will recruit actively new members with a goal of replacing one member each year.

ARTICLE VII - TRUSTEES ORGANIZATION

Section 1. Qualification. The trustees of the corporation shall be those persons of full age as defined by the laws of North Carolina elected, installed and serving as ruling elders of Trinity Presbyterian Church. The membership of the board of trustees shall be identical in active service to that of the session. Termination of active service of a serving ruling elder shall automatically terminate such person as a trustee of the corporation.

Section 2. Meeting Requirements. Following the installation of ruling elders the board of trustees shall hold an organizational meeting for the election of officers. Said meeting shall occur, as the board shall determine. A separate meeting of the board of trustees shall be held at least annually concurrently with a stated meeting of the session. Special meetings of the board of trustees may be called at any time by the president, any two members of the board or by the session. Written notice shall be required only in the case of special meetings.

Section 3. Quorum. A quorum for the transaction of business at any regular or special meeting shall be one-third of the members of the board.

ARTICLE VIII - TRUSTEES DUTIES

Section 1. General. The duties of the board of trustees shall be those delegated to it and required by the laws of North Carolina, the *Constitution of the Presbyterian Church (U.S.A.)* and the session of the church. The board shall submit to the corporation at least once a year and at other times upon request of the session a report of its proceedings. For purposes of these bylaws wherever Chapter 55A of the General Statutes of North Carolina refers to the term directors, the term trustees shall be substituted.

Section 2. Specific Duties. The specific duties of the board of trustees are those assigned to it by North Carolina civil law, the congregation or as prescribed in the *BoO*.

Section 3. Real Property. Title to all real estate owned, leased or used by the Trinity Presbyterian Church shall be held by the corporation. The president and the secretary of the corporation are authorized to execute legal documents necessary for the disposition or handling of such real property.

Section 4. Presbytery Approval. The corporation shall not sell or mortgage any of its real property or acquire real estate subject to an encumbrance without the written permission of the presbytery as transmitted through the session. Neither shall the corporation lease its real property for more than five years without similar written permission.

Section 5. Dissolution. In the event the church is dissolved by the presbytery, its real and personal property shall be applied for such uses, purposes and trusts as the presbytery may direct

in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. Following any dissolution of the church the board of trustees shall continue in office for the purpose of liquidating all indebtedness and finishing the business of the corporation in accordance with the laws of North Carolina.

Section 6. Books and Accounts. The board of trustees shall maintain accurate books and accounts of all its actions, investments, leases, credits, pledges, mortgages and other similar items with which it is charged. General financial records of the corporation shall be open for inspection by members of the church. Specific pledge and contribution information of individual members shall be made available on a need-to-know basis only to the treasurer, assistant treasurer, chief teller, bookkeeper, chairperson of the finance ministry and such others as shall be determined from time to time by the session.

Section 7. Tellers. The board of trustees shall appoint a minimum of four tellers for the purposes of receiving, tabulating and depositing all pledges and other receipts of the church. Tellers shall be appointed for a term of one year and may be extended as required. The board of trustees shall designate a chief teller to supervise the tellers' functions. No teller shall serve the church concurrently as an active ruling elder.

ARTICLE IX - CORPORATE OFFICERS

Section 1. Enumeration. The officers of the corporation shall consist of a president, vice-president, secretary, treasurer, assistant treasurer, financial secretary and assistant financial secretary. Officers shall be at least 18 years of age and shall be elected by the board of trustees at its organizational meeting. The president and vice-president shall be elected and installed as members of the board of trustees. All officers shall be elected for a term of one year and shall hold office until their successors are qualified and elected. There is no limit to the number of terms an officer may serve. Any vacancy shall be filled by the board of trustees at its next regular meeting or at a special meeting called for that purpose.

Section 2. Duties of the Officers. The officers of the corporation shall perform those duties and tasks assigned to them by the board of trustees. The board shall prepare a written job description for each officer and shall review the descriptions annually.

ARTICLE X - COMMITTEES OF THE CONGREGATION

Section 1. Standing Committees. The nominating committee shall be the only standing committee of the congregation.

Section 2. Nominating Committee - Terms of Office. The nominating committee shall consist of a minimum of seven members and no more than nine members. Two members shall be from the session, one of whom shall be named by the session as chair. One member shall be from the board of deacons. Members of the nominating committee shall serve a term of one year but shall hold office until their successors are elected. No member shall serve more than three years consecutively. The moderator of the session shall be a member of the nominating committee serving ex-officio and without vote.

Section 3. Nominating Committee Duties. The specific duties of the nominating committee shall be:

- to prepare each year no later than September its nominees for as many active members as are needed to fill the offices of ruling elder and deacon that will be vacant in the ensuing January. In the case of mid-term vacancies on the session or the board of deacons the nominating committee shall nominate persons to fill said vacancies. A special congregational meeting shall be called by the session within a reasonable time to vote on nominations for said vacancies;
- to prepare concurrently with its nominees for ruling elder and deacon nominees to serve as the nominating committee for the ensuing year;
- to nominate men and women from among the active members of the congregation who have been members of a Presbyterian Church (U.S.A.) for at least two years, giving fair representation to persons of all ages, races, gender and ethnic backgrounds;
- to nominate only persons who shall have consented to serve, if elected; and
- to assure that all nominees' names are made available to the congregation for convenient reference at least two full weeks in advance of the October congregational meeting.

Section 4. Election Procedures. The election of ruling elders, deacons and the nominating committee shall be held at the October congregational meeting.

When the number of nominees equals the number of ruling elders and deacons to be elected, the congregation shall vote by voice or show of hands. When the number of nominees in any of the categories is greater than the number of ruling elders and deacons to be elected, the congregation shall vote by secret ballot only within any category with an excess of nominees. The nominating committee shall be elected by voice or show of hands. A majority of votes of those present and voting is required to elect.

Any nomination received from the floor shall require the nominator to attest that the nominee has agreed to serve, if elected.

ARTICLE XI - INDEMNIFICATION

Each trustee and officer of the corporation shall be indemnified by the corporation against expenses reasonably incurred in connection with any action, suit or proceeding to which the trustee or officer may be made a party by reason of being or having been a trustee or officer at the time of incurring such expenses. An exception to this rule shall apply to such action, suit or proceeding in which any trustee or officer shall be determined as personally liable. This right of indemnification shall not be exclusive of rights to which any trustee or officer may be entitled as a matter of law.

ARTICLE XII – AMENDMENTS AND REVISIONS

These bylaws may be amended, revised or both at any stated meeting of the session or at any special meeting called for said purpose. The proposed change(s) shall be provided to members of the session by paper copy, electronic means or both a minimum of one week before said stated or special meeting. Any amendment, revision or both shall require for passage an affirmative vote of not less than two-thirds of the voting members present.