

FIRST PRESBYTERIAN CHURCH OF NEWARK, CALIFORNIA

BYLAWS

Preamble

The First Presbyterian Church of Newark, organized on September 6, 1894, as an ecclesiastical body, is a particular church of the Presbyterian Church (U.S.A.). It is subject to the Constitution of that Church, which consists of the **Book of Confessions** and the **Book of Order**. The Book of Order shall override in cases where it differs from these Bylaws. For purposes of brevity, these bylaws attempt to avoid duplicating sections of the Book of Order.

The First Presbyterian Church of Newark is also a religious corporation organized and existing under and by virtue of the Corporations Code of the State of California.

These Bylaws adopted **February 2, 2025**, as amended, shall govern both the ecclesiastical body and the corporate body and shall supersede and replace all previous Bylaws and resolutions for this particular church.

Article I

1. Name. Both as a congregation and corporation, this church shall be known as the First Presbyterian Church of Newark, California.
2. Fiscal Year. The fiscal year shall be the calendar year.
3. Definition. The word “shall” as used in these bylaws connotes a mandatory action, as in “must”.

Article II

THE SESSION

1. The spiritual and temporal affairs, government and discipline of this church shall be controlled and directed by a Session consisting of the pastor, any co-pastors or associate pastors and the six (6) elders in active service, divided into three equal classes. The pastor shall serve as Moderator of the Session.
2. Session members shall not be spouses or partners of other Session members. Session members, including those who may also be employees of the Church shall recuse themselves in the case of any perceived or realized conflict of interest.
3. The Session is charged with many responsibilities listed in the **Book of Order**, including leading the congregation in evangelizing, education, worship, fellowship, mission and maintaining the spiritual government of the congregation. It is empowered to receive members into this church; to dismiss members; to develop and supervise the church school and the educational

programs; to delegate and to supervise the work of the Board of Deacons and Corporate Officers and all other committees, organizations and task forces within the congregation, providing for support, report review, and control; and to appoint commissioners to the higher governing bodies of the church.

4. The Session shall establish the annual budget, determine the distribution of the church's benevolences, and order offerings for Christian purposes, providing full information to the congregation of its decisions in such matters. The Session have charge of the collection, care, and disbursement of all funds collected in the church for its support and improvement. The Session shall have charge of the care and improvement of the church property. The Session shall have charge of the employment and direction of the administrative staff of this church, noting that any installed Pastors, as members of Presbytery, are responsible to that body.
5. The Session shall be empowered to constitute departments and committees with such duties and members as will adequately provide for the cooperative conduct of the work of this church.
6. Annually, the Session will elect corporate officers from the current Session members to comply with California Corporation Laws. The Session will elect a president, secretary and chief financial officer at the first meeting following the Annual Congregational meeting.
7. The Session shall annually elect a clerk who shall keep a record of the proceedings of all meetings of the Session and present at the annual congregational meeting written reports of the proceedings of the previous year. The clerk shall prepare a list of the communicant members of this church each year at the time of the annual congregational meeting. A copy of this list shall be available for reading by the members at the meeting. This list shall conform to the official records of the church. The clerk shall preserve the official records of the church and furnish extracts from them when required by another governing body of the church.
8. The Session shall review annually the church roll of communicant members, and may, at its discretion, place on the inactive roll the names of any persons who have not been present at worship services for a period of one year.
9. The Session shall hold at least one stated meeting each month, unless the Session shall decide that a meeting is not necessary. A quorum shall consist of the moderator and one-third of the elders. The time and place of stated meetings shall be prescribed by resolution of the Session. A joint meeting of the Session and the Board of Deacons shall be held at least annually to confer on matters of common interest, with the pastor presiding. The pastor may convene the Session when he or she may judge it necessary and shall always convene it when requested to do so in writing by two of the elders.
10. The Session may make such rules to govern itself as are necessary. These rules may be altered, amended, or rescinded at any meeting by a majority of

those present.

11. The Session shall approve or disapprove issues of property, contracts or financial matters only after presentation of a review, analyses and recommendations by the Finance team.
12. The Session shall approve or disapprove issues of personnel management of the church staff only after presentation of a review, analyses and recommendation by the Personnel Committee.
13. Any elder who has three consecutive unexcused absences is subject to removal from Session.

Article III

THE PERSONNEL Committee

1. The Personnel Committee will review and coordinate hiring, dismissals and salary adjustments with members of the church staff with the consent of Session and for the submission of the Personnel Section of the Annual Budget.
2. The Personnel Committee is responsible for keeping the Session Personnel Manual current and in compliance with current laws and conditions.
3. The Personnel Committee is to have no less than three members, and no more than five members as determined by and appointed by Session each year.
4. Members of the Personnel Committee must be members of First Presbyterian Church of Newark. The chairperson of the Personnel Committee must be an Elder currently serving as a member of Session. It is preferred that all committee members be elders (past or present), but it is not required.

Article IV

THE FINANCE Committee

1. The Finance Committee will oversee matters of the church dealing with Property, Contracts and Financial matters. They will advise Session of actions and recommendations for actions to be taken in these areas.
2. The Finance Committee is to have no less than three members, and no more than five members as determined by and appointed by Session each year.
3. Members of the Finance Committee must be members of First Presbyterian Church of Newark. The chairperson of the Finance Committee must be an elder currently serving as a member of Session. It is preferred that all committee members be elders (past or present), but it is not required.
4. The Finance Committee shall recommend to the Session for approval persons to

serve as Church Treasurer and Financial Secretary, who may or may not be Elders in active service.

Article V

THE BOARD OF DEACONS

1. The nine (9) deacons shall be elected for terms of three consecutive calendar years. The deacons shall be divided into three nearly equal classes. The members of each class shall hold office until their successors are elected and installed.
2. The primary function of the deacons is to care for the needy. The duties of the deacons shall be:
 - a. To have charge of the disbursement of the funds for the care of the needy;
 - b. The visitation of the sick and the friendless;
 - c. To minister to any who may be in distress;
 - d. Other functions and duties appropriate to deacons as requested by the Session.
3. One-third of the deacons shall constitute a quorum. The pastor and any co-pastors or associate pastors shall be advisory members.
4. The Board of Deacons shall elect annually a Moderator, Vice-Moderator, Secretary and Treasurer from its own members, and such committees as it may need for carrying out its purpose. (The office of Secretary and Treasurer may be held by the same person).
5. The Board of Deacons shall hold at least one stated meeting each month, unless the Board decides that a meeting is not necessary. The time and place of stated meetings shall be determined by its members. Special meetings shall be held whenever requested by two members or by the Session.
6. The Board of Deacons shall keep a record of its proceedings, and of all funds at its disposal, and their distribution. The Board of Deacons shall submit to the Session monthly written reports of its meetings.
7. Any deacon who has three consecutive unexcused absences is subject to removal from the Board of Deacons.

Article VI

ELECTION OF OFFICERS

1. At a meeting in November of each year, which date shall be designated by the Session, the congregation shall elect Elders and Deacons to fill the places of those whose terms will expire that year, and to fill vacancies if there be any.
2. Elections shall be by voice unless there is a reason to vote by ballot. A majority of affirmative votes spoken or cast shall elect the Elder or Deacon.

Article VII

THE NOMINATING COMMITTEE

1. At the Annual Meeting, three members-at-large shall be elected to the Nominating Committee, excluding members of the Session and the Board of Deacons.
2. At the first stated meeting following the Annual Meeting, the following boards of the church shall elect officers to the Church Nominating Committee: one from the Session and one from the Board of Deacons.
3. The Committee thus constituted shall elect one of their number as Secretary. The Session member shall serve as Chairperson.
4. The Committee, acting with the pastor in an advisory capacity, shall select nominees for vacancies in the Session and Board of Deacons of the church, from among the members of the Church and present its report to the Congregational Meeting at which such vacancies are to be filled. Members of the congregation may present written suggestions of nominations for all church offices to this Committee prior to October 1. The presentation of the Nominating Committee's report shall not preclude nominations from the floor, with the consent of the nominee.
5. The Nominating Committee shall submit at least one nomination for each office filled.
6. The Nominating Committee shall publish a list of its nominations in the weekly email at least one week prior to election.
7. The nominating committee shall keep a record of its actions and give it to the succeeding Nominating Committee.
8. Upon dissolution of the pastoral relationship, the congregation shall elect a five (5) person Pastor Nominating Committee. Members shall be nominated for election as follows: the Session shall nominate one elder; the Board of Deacons shall nominate one deacon; and three members shall be nominated from the congregation by the Nominating Committee. At the Congregational Meeting, any member of the congregation is free to make additional nominations from the floor (if they have the approval of the person they are nominating ahead of time, and the nominee is a member of the church). The congregation will then vote on those nominated to then serve on the Pastor Nominating Committee.
9. Meetings of the Nominating Committee shall normally be closed meetings.
10. Nominating Committees shall comply with provisions of the Book of Order regarding their work.

Article VIII

WEEKDAY PRE-SCHOOL

The Church may, at its discretion, sponsor a weekday pre- school.

Article IX

THE ANNUAL MEETING

1. The Annual meeting of the Congregation and the Corporation shall be held in either January or February on a date prescribed by Session. Notice of this meeting shall be given orally from the pulpit and published in the Sunday announcements on the two preceding Sundays and in the two preceding weekly emails.
2. The Moderator of the Session shall preside at the Congregational Meeting and the President of the Corporate Officers shall preside at the meeting of the corporation (to meet California State Law requirements). These two meetings will be simultaneous. The Clerk of Session shall act as secretary for both meetings. If the pulpit is vacant, or if the Moderator and the elders on Session agree that that the subject to be discussed requires it, or if the Moderator is ill or is otherwise unable to be present, a minister of the San Francisco Presbytery shall be invited by the session to preside. This invitation shall be cleared through the Committee on Ministry (COM) of the San Francisco Presbytery.
3. In addition to the annual reports elsewhere provided, all organizations, societies, and bodies of the church shall present annual written reports to the congregation. All annual reports shall be filed with the Clerk of Session by December 31.
4. The Clerk of Session shall prepare the minutes of the Annual Meeting which shall be reviewed by the Session at its next regular meeting. When approved by the Session, the minutes will be authoritative for the congregation.

Article X

SPECIAL MEETINGS

1. Special meetings of the congregation or corporation may be called by the Session, by notice orally from the pulpit on two Sundays. Special meetings may be held immediately following the last service in which the second notice is given. Notice shall also be published in the weekly email.

Special meetings may be called for any or all of the purposes appropriate to an annual meeting or to conduct such other business as may be proper for congregational consideration. The business to be transacted shall be limited to items specifically listed in the call for the meeting.

- a. Meetings of the congregation shall be called
 - i. By the session whenever it determines such a meeting is necessary,
 - ii. By the Presbytery whenever it determines such a meeting is

- necessary,
- iii. By the Session when requested in writing by one fourth of the members on the active roll of the particular church.
2. The purpose of the meetings must be stated in the announcement.

Article XI

QUORUM

A quorum of the congregation and corporation at the annual meeting, or any special meeting, shall consist of the Moderator, Clerk of Session, and not less than one-tenth of the members.

Article XII

RIGHT OF VOTING

1. All active members of this church, in good and regular standing, are entitled to vote at all annual and special meetings of the congregation and corporation.
2. As required by the laws of the State of California, only members of full age (18 years) shall be eligible to vote on questions dealing with property matters that are strictly the business of the corporation.
3. The roll of active members in good standing in the hands of the Clerk of Session shall be the authoritative list of voters.
4. Voting by proxy is not permitted.

Article XIII

AMENDMENTS

Amendments to these Bylaws may be made at any annual or special meeting of the congregation and corporation by a majority vote, provided that with the notice of such meetings, the proposed amendments shall be stated.

Article XIV

PARLIAMENTARY PROCEDURE

The rules contained in the most recent revision of Robert's Rules of Order shall govern the parliamentary procedure of this congregation when they are applicable and not inconsistent with the Bylaws of this church and the Constitution of the Presbyterian Church (U.S.A.)

Adopted: February 2, 2025