

## BY-LAWS OF ROSE HILL PRESBYTERIAN CHURCH

### Proposed for Adoption on January 31, 2021

- I. **Introduction:** The name of this church shall be The Rose Hill Presbyterian Church in the United States of America, hereinafter referred to as “Rose Hill Presbyterian Church.”
  - A. The Rose Hill Presbyterian Church is a congregation of A Covenant Order of Evangelical Presbyterians and is organized and incorporated for the purpose of conducting the usual ecclesiastical and secular affairs of the church in accordance with, and subject to, the Constitution of A Covenant Order of Evangelical Presbyterians.
  - B. The secular powers, to be exercised in and by its corporate name, shall be all the powers of a corporation in accordance with, and subject to, the Constitution and laws of the State of Washington.
- II. **Ecclesiastical Laws**
  - A. Congregational Meetings
    1. There shall be an annual meeting of the congregation, which ~~shall be held in the building of the church~~ may be held via electronic means or in person in the building of the church on the last Sunday of January, unless otherwise ordered by the Session for cause. At such meeting, without special provision in notice, the congregation shall be competent to transact any business of the church, whether ecclesiastical or corporate, properly coming before such meeting, including the election of officers.
    2. Special meetings of the congregation may be called by the Session or the Presbytery at any time. Notice of annual or special meetings, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days and on two successive Sundays before the meeting.
    3. The Pastor shall preside at meetings of the congregation. If the pulpit is vacant, or if the Pastor and the ruling elders agree that the subject to be discussed requires it, or if the Pastor is ill or otherwise unable to be present, a Teaching Elder shall be invited by the Session to preside. This invitation shall be cleared through the Committee on Ministry of the Presbytery of the Northwest.
    4. The Clerk of the Session shall be Secretary of the meetings of the congregation. If unable to attend, the Session shall designate a Secretary in his or her stead.
    5. Meetings shall be conducted in accordance with the parliamentary procedure outlined in the Constitution of A Covenant Order of Evangelical Presbyterians (i.e., the most recent edition of Robert's Rules of Order).
    6. All meetings of the congregation shall be opened and closed with prayer.
    7. A quorum for the transaction of business at meetings of the congregation shall consist of 1/10<sup>th</sup> of the active membership of the congregation of Rose Hill Presbyterian Church.
  - B. Meetings of the Session
    1. The Session of Elders shall meet periodically to consider and conduct the ecclesiastical and corporate business of the church. Such meetings may be held in person or via electronic means.

C. Voting

1. All and only active members of Rose Hill Presbyterian Church shall be entitled to vote at congregational meetings of the Rose Hill Presbyterian Church.
2. All elections shall be by voice vote unless the congregation, by two-thirds vote, otherwise decides. A majority of votes cast shall be necessary to elect.
3. Voting by proxy is not allowed.

D. Officers

1. **Elders:** There shall be six ruling elders divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three year term. No ruling elder shall serve on the Session for consecutive terms, either full or partial, aggregating more than six years; but shall be ineligible to be elected to a new term until one year has elapsed.
2. **Deacons:** There shall be twelve Deacons divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three-year term. No Deacon shall serve on the Board of Deacons for consecutive terms, either full or partial, aggregating more than six years; but shall be ineligible to be elected to a new term until one year shall have elapsed. The duties of the Board of Deacons shall be limited to those delegated to it by Session.
3. Vacancies on the Session or the Board of Deacons may be filled at a special meeting of the congregation or at the annual meeting, as the Session may determine.

E. Nominations

1. On or prior to March 15 of each year, a nominating committee shall be selected. In harmony with the Constitution of A Covenant Order of Evangelical Presbyterians, this committee should include both men and women and be composed in such a way as to give fair representation to all segments of the congregation. The Session shall review these by-laws every three years to insure that the procedures for selecting the nominating committee, as described herein, adequately achieve this goal.
2. The nominating committee shall be composed in this way. Two members shall be designated by and from the Session, one of whom shall be named by the Session as Moderator. One member shall be designated by and from the Board of Deacons. Two shall be elected at large from the congregation. The two candidates for members-at-large shall be nominated by the nominating committee with an opportunity for additional names to be nominated from the floor. The two members-at-large shall be elected at the annual meeting of the congregation. The nominating committee shall be chosen annually, and no member of the committee shall serve more than two years consecutively. In addition, the Pastor shall be an ex-officio member of the committee, but without vote.
3. It shall be the duty of the nominating committee to receive suggestions as to what persons shall be nominated for the Offices of Ruling Elder, Deacon, and for any other position as delegated to the nominating committee by the Session, to confer concerning all nominations and to present to the annual meeting of the congregation nominations of one eligible person only for each office to be filled. The nominating committee shall publish its nominations no later than the time notice of an annual or special meeting to consider such nominations is published. Additional nominations of qualified persons may be made from the floor by any eligible voter, provided the nominator has the prior consent of the nominee.

### III. Corporate Laws

- A. All and only active members of Rose Hill Presbyterian Church shall be entitled to vote at meetings of the Rose Hill Presbyterian Church corporation.
- B. The Clerk of the Session shall be the Secretary of the meetings of the corporation. If unable to attend, the Session shall designate a Secretary in his or her stead.
- C. A quorum for the transaction of business at meetings of the corporation shall consist of 1/10<sup>th</sup> of the active membership of the congregation of Rose Hill Presbyterian Church.
- D. The six ruling elders of the Session shall constitute the Board of Trustees of the church. At the first regular meeting following the annual congregational meeting, the Session shall convene as the Board of Trustees. The Board shall elect from their members a Chairperson and Vice-Chairperson. The Vice-Chairperson shall preside in the absence of the Chairperson and, during this period, shall have all the powers of the Chairperson and execute all the duties of the Chairperson unless otherwise designated by the Board of Trustees.
- E. The Chairman of the Board of Trustees or other member of the board designated by it shall convene meetings of the Corporation and shall preside unless by majority vote the Corporation shall elect another of its membership in his or her place.
- F. The duties of the Trustees shall be only those delegated to them by the laws of the State of Washington, the Constitution of A Covenant Order of Evangelical Presbyterians, and by formal actions of this corporation.
- G. The Trustees shall appoint two Directors to the Corporation, who may or may not be from among their members, and with the Chairperson and Vice-Chairperson shall constitute the four Officers of the Corporation.
- H. The duties of the Officers of the Corporation shall include the execution, as authorized by the Congregation, Session and Presbytery, of all contracts, deeds, mortgages, notes, and other instruments whereby the church may become bound as a secular corporation, and to affix the corporate seal to any such instruments requiring it.
- I. Rose Hill Presbyterian Church is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- J. No part of the net earnings of Rose Hill Presbyterian Church shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Rose Hill Presbyterian Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of Rose Hill Presbyterian Church shall be the carrying on of propaganda or otherwise attempting to influence legislation, and Rose Hill Presbyterian Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, Rose Hill Presbyterian Church shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from the federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are

deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- K. Upon the dissolution of Rose Hill Presbyterian Church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- IV. **Amendment Procedure:** Except such as are required by the Constitution of A Covenant Order of Evangelical Presbyterians, these by-laws may be amended, altered, revised, or repealed by a two-thirds vote of the qualified voters present at any meeting of the congregation, annual or special, but notice of meeting shall briefly describe the purport of the amendment, alteration, revision, or repeal.