**RANCHO BERNARDO**

**COMMUNITY PRESBYTERIAN CHURCH**

**RBCPC Bylaws**

**Rancho Bernardo Community Presbyterian Church**

**BYLAWS**

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**BYLAWS OF**

**RANCHO BERNARDO COMMUNITY PRESBYTERIAN CHURCH**

In order to define the rights and responsibilities of its members, boards, officers and ministers, and to provide for the orderly conduct and efficient management of the congregational affairs of Rancho Bernardo Community Presbyterian Church, these bylaws are adopted by the congregation on:

The 24TH day of February, 1991

Amended on the 23rd day of February, 1992

Amended on the 18th day of October, 2000

Amended on the 23rd day of October, 2002

**ARTICLE I – GENERAL**

Section 1. NAME

1. Both as “congregation” and “corporation”, the name of this church shall be Rancho Bernardo Community Presbyterian Church.
2. This church was organized on September 27, 1964, in the city of San Diego, in the County of San Diego, in the state of California, and incorporated by the State of California on May 21, 1965.

Section 2. RELATIONSHIPS

1. This church is a particular Congregation of the Presbyterian Church (U.S.A.) and recognizes that the Constitution of the Presbyterian Church (U.S.A.) is, in all its provisions, obligatory upon it and all its members, and is subject to the guidance and direction of the General Assembly. The Synod of jurisdiction and the Presbytery of jurisdiction.
2. These bylaws shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.); as interpreted by the judicatories of jurisdiction, and the corporate laws of the State of California, and shall set forth the ecclesiastical and corporate structure and method of operation of this particular church.

Section 3. PRINCIPAL OFFICE

1. The principal office for the transaction of the business of this church, including its corporate affairs shall be at 17010 Pomerado Road (92128), in the City of San Diego, in the county of San Diego, in the State of California.

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Section 4. ELECTED OFFICES

1. There shall be three elected offices of this church: the Session, the Board of Trustees, and the Board of Deacons.
2. The Session of this church shall constitute and serve as the board of trustees as hereinafter provided.

**ARTICLE II – OBJECTIVES AND NONPARTISAN ACTIVITIES**

Section 1. OBJECTIVES

1. To bear witness to the Christian truths; to promulgate the doctrines and teachings of the Christian religion and to promote fellowship among God’s people.
2. To receive, hold and disburse gifts, bequests, devises, and other funds for these purposes.
3. To own and maintain or to lease available real estate and buildings, and any personal property which is deemed necessary for its purpose; to enter into, make and perform, and carry out contracts of every kind for any lawful purposes, without limit to amount.

Section 2. NONPARTISAN ACTIVITIES

1. This corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described above, and it shall be nonprofit and nonpartisan. The Corporation shall function in accordance with the provisions of the Internal Revenue Code, Section 501 (c) (3) as follows: “No part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participation, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.”
2. The corporation shall not, except in substantial degree, engage in any activities or exercises any powers that are not in furtherance of the purposes described above.

**ARTICLE III – LEADERSHIP**

Section 1. DEFINITIONS

1. Teaching Elder(s) (pastor or minister of Word and Sacrament) is a person who is ordained to an ordered ministry by the presbytery in response to a call from the church for an ordered ministry.
2. Senior (Head of Staff) associate, assistant, or executive Teaching Elders are Teaching Elders called to specific roles or responsibilities.
3. Ministers of Word is a member of the staff who is a seminary graduate who has not been ordained to an ordered ministry and who the session recognizes as having some pastoral role.
4. Ruling Elders are lay members of the congregation who have been called and elected to serve the church as a current member of session and the board of trustees. These persons must be ordained prior to their installation. Once a person has been ordained, he or she remains an ordained elder after the term of office, but is no longer an active Elder.
5. Deacon – A layperson called and elected to serve as a member of the board of deacons.

**ARTICLE IV – CONGREGATIONAL MEMBERSHIP**

Section 1. GENERAL

1. Qualification for admission to, and basis for terminating or suspension from membership in this church shall be in accordance with the Constitution of the Presbyterian Church (U.S.A.).

Section 2. CATEGORIES OF MEMBERS

1. There shall be two (2) categories of members: Baptized and Active. The Session shall determine the particular category for each congregational member as set forth in the Constitution of the Presbyterian Church (U.S.A.).
2. Only active members have the right to vote and hold office.
3. Members may be removed from membership if after 2 years there is no record of participation in the church financially or by attendance. If attempts to contact the member fail and/or the member indicates that he or she no longer wishes to be included, the Session shall vote to strike the name from the roll of members.
4. No member shall hold more than one (1) membership.

**ARTICLE V – MEETINGS OF CONGREGATIONAL MEMBERS**

Section 1. GENERAL

1. All meetings of the congregation may deal with both “ecclesiastical” and “corporate” affairs. Meetings shall be conducted in accordance with Robert’s Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise.
2. The moderator of the Session shall preside at “congregational” meetings. If he/she is unable to act, or if the subject to be discussed requires it, the Session shall invite another teaching elder of the Presbytery to preside.
3. The chairman of the board of trustees shall preside at “corporation” meetings. If he/she is unable to act, or if the subject to be discussed requires it, the vice chairman, secretary or treasurer, in that order, shall preside.
4. The clerk of Session shall act as clerk and recorder.
5. The minutes of the congregation/corporation meetings, when attested to by the moderator and clerk of Session, shall be referred to the Session for approval at its next scheduled meeting, and when approved shall be incorporated in the Session minutes.
6. All congregational meetings shall be opened and closed with prayer.

Section 2. ELIGIBLE TO VOTE

1. Only active members shall be eligible to vote on all matters that come before the congregation. Members must be of legal age (18 years) to be eligible to vote on corporate business. The Session shall determine the active membership.
2. Voting by proxy, email or other electronic means is not allowed.

Section 3. ANNUAL MEETINGS

1. A unified annual meeting of the congregation and the corporation shall be held in the fourth calendar quarter.
2. The annual meeting shall be held on a date and at a time specified by the Session for the purpose: of electing church officers and the congregational Nominating Committee; receiving annual reports of the affairs of the church; presenting the session approved budget for the calendar year; approving the pastor(s) Terms of Call for the calendar year; and transacting any and all business that may properly come before it.

Section 4. SPECIAL MEETINGS

1. Special Meetings may be called by:
2. The Session
3. The Session, at the request of the presbytery
4. The Session, in response to a written request of one-fourth of the Active members, addressed to the session, signed by those members, specifically stating the reason for such a meeting. Upon receipt of a written request the Session shall set a date, time and place for the special meeting which shall be held within forty-five (45) days from the receipt of the request.
5. The board of trustees where matters of a corporate nature only requires a corporation meeting.
6. Notice for special meetings shall state clearly the purpose of the meeting and no other matter save that specified in the Notice may be considered.

Section 5. NOTICE OF MEETINGS

1. A notice of the date, time and place of every annual and special meeting of the congregation and corporation shall be given by announcement in the church bulletin for at least two successive Sundays, the second of which may be the day set for the meeting.
2. The notice shall clearly state the purpose of the meeting.
3. When calling a Teaching Elder, public notice of the time, place, and purpose shall be given at least ten (10) days in advance.

Section 6. QUORUM

1. A quorum for the transaction of business at all congregational and corporation meetings shall consist of a minimum of one-tenth of the active membership roll and who are present in person.
2. In the absence of a quorum, any meeting of the congregation and corporation may be adjourned from time to time by the majority vote of the voting members present, but no other business shall be transacted.
3. The members present at an annual or special meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than quorum, subject to a challenge by any member for a quorum call.

**ARTICLE VI – NOMINATION, ELECTION, ORDINATION AND INSTALLATION**

**OF CHURCH OFFICERS**

Section 1. CONGREGATIONAL NOMINATING COMMITTEE

1. There shall be a Congregational Nominating Committee composed of six (6) to eight (8) active members. Two (2) members shall be designated by and from the Session, one of who shall be named by the Session as moderator, and one named as vice moderator. Two (2) members shall be designated by and from the Board of Deacons and two (2) to four (4) active members shall be elected by the congregation at large, none of whom are active members of the Session or Board of Deacons. The Teaching Elder shall be a member of the committee, but without a vote.
2. The Congregational Nominating Committee shall be chosen annually and no member of the committee shall serve more than three years consecutively.

Section 2. NOMINATIONS

1. The Congregational Nominating Committee shall present for consideration by the congregation one qualified and eligible member for each office to be filled, including the members of the congregation to serve on the succeeding Congregation Nominating Committee, giving attention to a fair representation of both male and female constituency of the congregation.
2. Each nominee shall have consented to serve, if elected, and their names shall be published in the church bulletin at least one week prior to the meeting of the congregation.
3. Subsequent to the report of the Congregational Nominating Committee, the moderator shall call for nominations from the floor. Such nominations from the floor of qualified and eligible members shall be with the proviso that such nominees shall have previously consented to serve, if elected.

Section 3. ELECTIONS

1. Ruling Elders and Deacons shall be elected at the annual meeting of the congregation, called for that purpose. (See Art. V, Sec. 3)
2. Elections may be by acclamation if there is but one nominee for each office to be filled. If there are more nominees than vacant offices, election shall be by written ballot. The nominees receiving the highest number of votes up to the number of vacancies to be filled shall be elected.
3. A majority vote from all the voters present and voting shall be required to elect in every case.
4. If any person elected to a church office declines to act, resigns with consent of the Session, dies or unable to fulfill duties due to medical incapacity, or ceases to be a member of this church, his/her office shall be declared vacant by appropriate session action and the vacancy shall be filled by an Alternate who has been installed. If an alternate is not available, the Nominating Committee may select a nominee for approval by session, who must be indoctrinated, and whom the congregation must install. It is also permitted to leave the position vacant for the remainder of the year.
5. Each elected church officer who shall be absent, without excuse from four (4) consecutive meetings of his/her office, or be absent without excuse from more than on-half of all meetings in one calendar year may be removed from office upon action of and due notification by the session. The vacancy shall be filled by the congregation at its next annual or special meeting called for that purpose.

Section 4. TERMS OF OFFICE

1. There shall be three (3) classes of equal numbers each of Ruling Elders and Deacons, one class only of which will expire each year.
2. A full term of office shall be three (3) years.
3. No Ruling Elder or Deacon shall serve in his or her respective office for consecutive terms, either full or partial, aggregating more than six (6) years.

Section 5. ORDINATION AND INSTALLATION

1. Ruling Elders and Deacons having been duly elected at the Annual Meeting of the congregation in the fourth quarter shall be ordained, if required, and installed to take office the following January.
2. Elders and Deacons having been duly elected at the Annual or other Special meeting of the congregation shall be ordained, if required, and installed to take office immediately following installation.
3. The Session shall provide for the ordination, if required, and installation of Ruling Elders and Deacons at a church worship service not later than the last Sunday of January, if elected at the Annual Meeting or not later than the twelfth Sunday, if elected at a Special Meeting.

**ARTICLE VII – THE SESSION**

Section 1. MEMBERS

1. The Session of this church shall consist of not more than thirty (30) elected, ordained and installed Elders, plus the Teaching Elder, and all installed Teaching Elders.
2. Each member of the Session shall, having completed his or her elected term of office shall remain in office until his/her successor is duly elected and installed.

Section 2. REGULAR MEETINGS

1. The Session shall hold regular (stated) meetings at least once a month, except as cancelled by its previous action and except July and/or August which meetings may be waived by vote of Session. The date, time and place of all regular meetings shall be prescribed by the Session.

Section 3. JOINT MEETINGS

1. 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 moderator of Session presiding. No binding decision may be reached in such a joint meeting, but the Session and the Board of Deacons may act separately on matters committed to their care.

Section 4. SPECIAL MEETINGS

1. Special meetings of the Session may be called by:
2. The Moderator.
3. The Moderator when requested to do so by any two (2) Ruling Elders in active service.
4. The Moderator when directed to do so by the Presbytery.
5. Notice of special meetings shall be made by first class mail four (4) days prior to such meeting, or a minimum of twenty-four (24) hours notice if delivered personally, by telephone, or by electronic mail.
6. A notice of special meeting need not specify the purpose of the call for a special meeting.

Section 5. QUORUM

1. A quorum shall consist of the moderator and one third of the Ruling Elders of the Session and who are present in person, including the reception and dismissal of members.
2. In the absence of a quorum, any meeting of the Session may be adjourned from time to time by the vote of the majority of the voting members present, but no other business shall be transacted.
3. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member to call a quorum.

Section 6. OFFICERS

1. Moderator. The moderator of the Session shall be the Teaching Elder or associate or executive Teaching Elder if there is one, and in such case they shall alternately preside as moderator.
2. When for prudent reasons it may appear advisable that some other minister should be invited to preside, the Teaching Elder shall, with the concurrence of the Session, invite another Teaching Elder of the presbytery to preside.
3. When this church is without a Teaching Elder, the moderator of the Session shall be the minister appointed for that purpose by the presbytery.
4. All meetings of the Session shall be opened and closed with prayer.
5. Clerk of Session. The Session at its organizational meeting each year shall elect a Ruling Elder as clerk of Session from within or without its own membership.

Section 7. POWERS AND DUTIES

1. The Session shall have authority over all of the affairs and activities of this church except in such matters as may, by the Constitution of the Presbyterian Church (U.S.A.) or these bylaws be specifically accorded to the Pastor, to the congregation, or to higher judicatories.
2. The Session shall cause to be prepared “Policies and Procedures” for the guidance of church officers, all committees, all member organizations, all members and church staff. These “Policies and Procedures” may from time to time be revised and/or amended at any meeting of the Session by majority vote.
3. In order to exercise its authority, Session may create such committees as it deems necessary. Such committees may include but is not limited to Administration and Finance, Facilities, and Human Resources. Session shall delegate such authority to these committees as is necessary for such committees to accomplish their particular responsibilities.

Section 8. COMMISSIONERS TO PRESBYTERY

1. Relations with other councils – Commissioners to presbytery shall be Elders selected from volunteers who are currently serving or have previously been Ruling Elders in the church. The presbytery determines the number of commissioners allotted to the church. The term for the commissioner shall be for at least one year.

**ARTICLE VIII – THE BOARD OF TRUSTEES**

Section 1. MEMBERS

1. Ruling Elders elected to the Session shall thereby also be elected to be trustees. The trustees, while in office, shall constitute the board of trustees of this corporation. This board shall be responsible to the congregation according to the Constitution of the Presbyterian Church (U.S.A.), the corporate laws of the State of California, and these bylaws.
2. The chairman shall preside at meetings of the board of trustees.
3. Each member of the board of trustees shall remain in office until his/her successor is duly elected and installed.

Section 2. REGULAR MEETINGS

1. As prescribed in Article VI, Sec. 2

Section 3. SPECIAL MEETINGS

1. In the same manner as prescribed in Article VI, Sec. 4

Section 4. QUORUM

1. As prescribed in Article VI, Sec.5

Section 5. OFFICERS

1. The officers of the corporation shall be a chair, vice chair, and secretary elected by and from the members of the board of trustees, and a treasurer elected from within or without its own membership. The chair must be a Ruling Elder. Other officers must have been Ruling Elders, but may be currently inactive. These officers shall be approved annually by the Session even if continuing in office. Each shall hold office until his/her successor is elected, or until he/she shall resign, or shall be removed or otherwise disqualified. Any officer may be reelected to succeed himself/herself.
2. The chair, vice chair, secretary, and treasurer shall be members of the Administration and Finance Committee of the Session.
3. A vacancy in any office of the corporation shall be filled by the board of trustees at any regular or special meeting. This does not apply to the election of Ruling Elders/trustees which is the express privilege of the congregation.
4. Duties of the Chairman.
5. As prescribed in the Policies and Procedures.
6. Duties of the Vice Chairman.
7. As prescribed in the Policies and Procedures.
8. Duties of the Secretary.

(1) As prescribed in the Policies and Procedures.

g. Duties of the Treasurer.

1. As prescribed in the Policies and Procedures.

Section 6. POWERS

1. The corporate powers of this church shall be exercised by the board of trustees. The board shall process formal corporate documents and perform duties required of it by law according to powers granted to a non-profit religious corporation by the laws of the State of California, and shall be in conformity to the Articles of Incorporation of this church.
2. The board of trustees shall not sell, mortgage or otherwise encumber any of the church’s real property; acquire real property subject to an encumbrance of condition; or lease its real property used for purposes of Worship; or lease any of its other real property for more than five years, without the written permission of the Presbytery of jurisdiction transmitted from the congregation through the Session.
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 Presbyterian Church (U.S.A.) through the Presbytery of jurisdiction, its successor or assigns.
4. Upon the winding up or dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the Presbyterian Church (U.S.A.) through the Presbytery of jurisdiction, a religious corporation, if it is still in existence and exempt under Section 501 (c) (3) of the Internal Revenue Code; but if is not then in existence or exempt to a non-profit fund, foundation, or corporation organized and operated exclusively for chartable and/or religious purposes and that has been established its tax-exempt status under the Internal Revenue Code Section 501 (c) (3).

Section 7. DELEGATION OF AUTHORITY

1. The board of trustees, subject to the limitations of these bylaws, may authorize any officer or officers, agents to enter into any contract and execute any instrument in the name of, and on behalf of, this corporation. They may be given authority in the name of the corporation to borrow money or incur indebtedness and to cause to be executed and delivered promissory notes, deeds of trust, mortgages, pledges, or other evidence of debt and security therefor. Unless so authorized, no officer, agent or employee, shall have any power or authority to bind this corporation to any contract or agreement.

Section 8. CORPORATE DOCUMENTS

1. The chairman, or in his/her absence, the vice chairman, together with the secretary or treasurer, shall execute, in the name of the corporation all contracts, deeds, encumbrances, notes and other instruments whereby the church may become bound as a corporation, and may affix the Corporate Seal to any such instruments that may require it.

**ARTICLE IX – THE BOARD OF DEACONS**

Section 1. MEMBERS

1. The Board of Deacons of the church shall consist of not more than thirty-six (36) elected, ordained, and installed Deacons. Each member of the Board of Deacons shall remain in office until his/her successor is duly elected and installed.
2. A Teaching Elder shall be an advisory member of the Board of Deacons.

Section 2. REGULAR MEETINGS

1. As prescribed in Article VI. Sec. 2.

Section 3. JOINT MEETINGS

1. As prescribed in Article VI. Sec. 3.

Section 4. SPECIAL MEETINGS

1. As prescribed in Article VI. Sec. 4.

Section 5. QUORUM

1. As prescribed in Article VI. Sec. 5.

Section 6. OFFICERS

1. Moderator. The moderator of the Board of Deacons shall be selected by and from within the membership of the Board of Deacons.
2. All meetings of the Board of Deacons shall be opened and closed with prayer.
3. Vice moderator. The vice moderator of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.
4. Secretary. The secretary of the Board of Deacons shall be selected by and from within the membership of the Board of Deacons.
5. The secretary shall keep a record of the Board’s proceedings and submit such records to the Session for review when requested to do so by the clerk of Session.
6. Treasurer. The treasurer of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.
7. The treasurer shall keep records of account and shall report to the Board of Deacons periodically all financial transactions.

Section 7. DUTIES

1. As the whole church is under the jurisdiction of the Session, the Board of Deacons shall be under its supervision and authority. The records of the Board of Deacons shall be submitted to the Session annually and at other times upon the request of the Session. The Session may amend or void any action of the Board of Deacons, or direct the Board to reconsider such actions.
2. The office of Deacon is one of sympathy and service. The Board of Deacons shall have responsibility to minister to those in need, to the sick, to the friendless, and to any who may be in distress.
3. The Board of Deacons shall cause to be prepared Policies and Procedures for inclusion in the Session Policies and Procedures.
4. The Board of Deacons shall keep a record of its proceedings and all funds at its disposal and shall prepare and submit to the Session an annual report of its activities.

**ARTICLE X – FINANCIAL AUDIT**

Section 1. COMPOSITION OF THE AUDITOR

1. The financial audit shall be conducted by an independent certified public accountant.

Section 2. SELECTION OF AUDITOR

1. The Administration and Finance Committee shall select the auditor from an independent certified accountancy with experience in fund accounting for churches and nonprofit corporations.

Section 3. DUTIES

1. The duties of the auditor shall be to inspect the books, records, receipts, checks, and all other pertinent documents relating to the administration of the financial matters of the church. Upon completion of the audit, the Auditor shall present its written finding to the Administration and Finance Committee for review and approval as well as recommendations for corrections if necessary. The approved audit is then submitted to Session for its information.

Section 4. TERM

1. The auditor shall be selected annually.

Section 5. QUALIFICATIONS

1. The auditor shall not be a member of the church.
2. The auditor shall not have an immediate family member who is a member of the church staff.
3. The auditor shall not have an immediate family member who is a currently serving member of the Session, Board of Deacons nor have served in such capacity during the period being inspected.

**ARTICLE XI – PROTECTION POLICY, SEXUAL MISCONDUCT POLICY, CONFLICT**

**OF INTEREST POLICY, OFFICER COVENANT POLICY, AND RECONCILIATION POLICY**

1. The Protection Policy, Sexual Misconduct Policy, Conflict of Interest Policy, Officer Covenant Policy, and Reconciliation Policy are prescribed and contained in Policies and Procedures.

**ARTICLE XII – INDEMNIFICATION**

Section 1. GENERAL

1. Members of the Session, members of the Board of Trustees, members of the Board of Deacons, members of authorized committees of Session, the Board of Trustees or the Board of Deacons, elected officers, employees, and other church agents are indemnified to the extent allowed by the non-profit corporation law of the State of California then in effect.

**ARTICLE XIii – AMENDMENTS**

Section 1. GENERAL

1. Amendments or additions to these bylaws, not in conflict with the Constitution of the Presbyterian Church (U.S.A.) or the laws of the State of California, shall be processed through the Session and submitted to the Congregation for approval.

Section 2. APPROVAL

1. Amendments or additions to these bylaws shall require a two-thirds vote of a quorum of eligible congregation members present and voting for approval.

Section 3. NOTICE

1. A notice containing proposed amendments or additions and the call for a meeting of the members shall be made in the manner prescribed in Article V.

CERTIFICATION OF THE CLERK

I the undersigned, certify that I am the presently elected and acting Clerk of the Session of this church, a California non-profit religious corporation, and the above bylaws, consisting of 18 pages, are the bylaws of this congregation as adopted at a meeting of the Congregation held on:

February 23, 2020

William M. Bokesch

Clerk of Session