CONSTITUTION AND BYLAWS

OF

forestgate PRESBYTERIAN CHURCH

Revised June 24, 2018

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**PREAMBLE**

Forestgate Presbyterian Church (referred to herein as either the “Church” or the “corporation”) is a particular church congregation of the Presbyterian Church in America, a church denomination (“PCA”), and of the PCA presbytery (the “Presbytery”) exercising ecclesiastical jurisdiction over the Church pursuant to the Book of Church Order of the Presbyterian Church in America. As such, the Church is subject to the *Constitution* of the Presbyterian Church in America which is subject to the Scriptures of the Old and New Testaments, the inerrant Word Of God. The *Constitution* of the PCA consists of its doctrinal standards set forth in the *Westminster Confession of Faith*, together with the *Larger and Shorter Catechisms*, and the *Book of Church Order*, all as adopted by the PCA.

This corporation shall constitute the corporation through which the Church shall act legally. The following bylaws set forth provisions for the governance and operation of the corporation. These bylaws shall at all times be subject to the provisions of the *Constitution*, and the applicable provisions in the *Constitution* shall take priority over any inconsistent provisions in these bylaws. These bylaws are also subject to the Colorado Revised Nonprofit Corporation Act (the “Act”) and the Articles of Incorporation of the Church.

# **CONGREGATIONAL members**

## Communicant Members.

The communicant (or communing) members of the Church shall be those individuals who qualify under the *Constitution* and have been elected to membership by the Session, and who have subsequently neither resigned their membership nor been removed from membership by the Session. Each communicant member shall be entitled to one vote on matters requiring membership approval. Without limitation, the following actions require approval of the congregational members:

1. Electing Ruling Elders and Deacons.
2. Calling (electing) the senior pastor and associate pastors.
3. Requesting the Presbytery to dismiss the Church to another presbytery of the PCA, to independency, or to another Reformed body.
4. Amending the Church’s Articles of Incorporation or these bylaws.

## Meetings.

An annual meeting of the congregational members shall be held each year at the time and place as determined by the Session, for the purpose of electing elders and deacons, and for the transaction of such other business as may come before the meeting. A special meeting of the congregational members, for any purpose or purposes, may be called by the Session and shall be called by the Session upon the written request of the percentage of the communing members required in the Book of Church Order.

### Notice of Meetings.

Except as otherwise prescribed by statute, written notice of at least a week shall be given of each meeting of the congregational members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice shall be set forth in the worship bulletin made available to all participants in each worship service held in the week prior to such meeting or shall be posted on the Church’s website for at least one week prior to such meeting.

### Participation in Meetings.

Any or all communicant members may participate in any meeting through the use of any means of communication as determined by Session for such meetings by which all persons participating in the meeting may hear each other during the meeting, and all such participation shall qualify for purposes of establishing a quorum.

### Approval of Actions. Except as otherwise provided in these bylaws, one-sixth (1/6) of the resident communing members (as determined in accordance with the Book of Church Order) shall constitute a quorum of the members for action on a matter, and action is approved if the applicable quorum for such matter exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action.

### Other. The Session is not required to prepare a members’ list in connection with any meeting of the members, and no member shall be entitled to vote by proxy.

## Other Members.

### The Church may have non-communicant members or associate members as provided in the *Constitution* or by Session, but such members shall have no voting rights.

# **SESSION**

## General Powers.

Except as otherwise provided in these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Session (also referred to as the board of directors).

## Composition. The Session shall consist of the ruling elders currently in office, the senior pastor and each associate pastor called by the congregation. The number of elders in office shall be not less than three as determined from time to time by the Session. The senior pastor and each associate pastor shall serve as designated members of Session with voting rights.

## Meetings. A regular annual meeting of the Session shall be held at such time and place as may be determined by the Session, for the purpose of appointing additional corporate officers (if any) and for the transaction of such other business as may come before the meeting. The Session may provide by resolution the time and place for the holding of additional regular meetings. Special meetings of the Session may be called by or at the request of the senior pastor or 2 or more elders. The person or persons authorized to call special meetings of the Session may fix the time and place for holding any special meeting of the Session called by them.

### Notice of Meetings. Notice of each meeting of the Session stating the date, time and place of the meeting shall be given to each Session member at such Session member’s business or residential address at least two days prior thereto by written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Session member). A Session member may waive notice of any meeting as provided in the Act. The manner of notice shall be as determined by Session or the secretary.

### Participation in Meetings.

Members of the Session or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication as determined by Session for such meetings by which all Session members participating may hear each other during the meeting.

### Quorum and Voting. A quorum for the transaction of business at any meeting of the Session shall be as determined by the Book of Church Order, and the vote of a majority of the Session members present at a meeting at which a quorum is present shall be the act of the Session, unless otherwise required by these bylaws. A Session member participating in a meeting pursuant to paragraph (b) above is deemed to be present at the meeting. No Session member may vote or act by proxy at any meeting of the Session. Action may be taken by Session without a meeting in any manner permitted by the Act.

## Committees.

The Session may designate from among its members one or more committees, each of which, to the extent provided in the resolution establishing such committee or these bylaws, shall have and may exercise all of the authority designated by the Session, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the Session or any member of the Session from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the Session unless the Session or the committee itself determines otherwise.

# **ecclesiatical offices**

## Types of Offices. The Church shall have various ecclesiastical officers as set forth in the *Constitution,* including pastors, ruling elders and deacons. Individuals serving in ecclesiastical offices must satisfy the qualifications for such offices, and shall have the duties and power of such offices, as set forth in the *Constitution*. Deacons shall serve in capacities determined by Session in consultation with the deacons. Except as expressly assigned in these bylaws, no ecclesiastical officer shall, as such, be a corporate officer or have any legal authority with respect to the affairs of the corporation.

## Elections of Ruling Elders and Deacons.

### Terms.

#### Elders. The terms of office of the ruling elders shall be three years commencing at the end of the annual meeting in which they are elected. The elders shall be divided into three classes, with the term of each class expiring in a different year. An elder elected to fill a vacancy shall have the remaining term of the class to which such elder is elected. No elder may serve as an elder for more than two consecutive terms, except that any partial term served by reason of an increase in the number of elders or an election to fill a vacancy for an unexpired term, and any terms followed by a period out of office in excess of one year, shall not be counted.

### (ii) Deacons. Deacons shall serve three year terms commencing at the end of the annual meeting in which they are elected, unless a separate term is designated at their election. Deacons may also be elected at a special meeting for terms designated in connection with such election. No deacon may serve as a deacon for more than two consecutive terms, except that any partial term served by reason of an increase in the number of deacons or an election to fill a vacancy for an unexpired term, and any terms followed by a period out of office in excess of one year, shall not be counted.

### Nominations. For each annual meeting of the members, the Session shall nominate Ruling Elders and Deacons for presentation to the congregation for its action. The Session shall also nominate candidates for election at special meetings to fill vacancies in these offices as necessary. All nominees shall be communicant members who satisfy the qualifications for office as set forth in the *Constitution* and as determined by Session.

### Voting. In an election of Ruling Elders or deacons, each nominated candidate must receive votes in favor of election from a majority of all the voters present to be elected (BCO 24-4).

## Election of Pastors.

### Election and Term. The communicant members shall elect (i.e., call) each senior pastor and each associate pastor at a meeting called by the Session for such purpose. Each such pastor shall not take office, however, until the subsequent appointment (i.e., installation) of such pastor by the Presbytery. Assistant pastors, if any, may be elected as provided in the Book of Church Order. Each pastor shall hold such office until such individual’s resignation or removal.

### Senior Pastor Nominating Committee. In the event of a current or pending vacancy in the position of senior pastor, the Session shall call a special meeting of the communicant members to elect a senior pastor nominating committee. The Session shall nominate candidates to serve on such committee. At such special meeting, the communicant members shall vote for committee members from the candidates nominated by Session and any other candidates nominated at such meeting. Each nominated candidate must receive a majority of all the voters present to be elected.

### Associate Pastor Nominating Committee. In the event of a current or pending vacancy in a current or a newly created associate pastor position, the Session shall appoint an associate pastor nominating committee for such position.

### Voting for a Pastor. When a pastor nominating committee has determined a candidate, the Session shall call a meeting of the communicant members to vote on such candidate. The candidate shall be elected if the votes cast in favor of the candidate exceed the votes cast against the candidate.

## Installation. Installation of pastors by the Presbytery shall be deemed to have occurred when an individual is appointed to a pastoral office in the Church by a formal vote of the Presbytery, unless the Presbytery action provides otherwise. Such formal vote differs from any worship service celebrating installation. Installation of elders and deacons elected at a congregational meeting shall be deemed to have occurred at the commencement of the first meeting of Session following such meeting. However, if any elder or deacon has not yet been ordained, then installation shall be deemed to have occurred at the commencement of the first meeting of Session following such ordination.

# **CORPORATE OFFICERS**

## Selection of Officers.

The officers of the corporation shall include a president, a secretary and a treasurer. The secretary and the treasurer shall be elected for one year terms by the Session. The Session may also appoint such other officers, assistant officers and agents as it may consider necessary or useful. Such other officers shall have terms as may be determined by the Session. One person may hold more than one office at a time. Except as otherwise required by the *Constitution*, corporate officers need notbe Session members. The Session shall ordinarily designate the clerk of Session as Secretary of the Corporation. The Session shall ordinarily designate a Ruling Elder or Deacon as Treasurer.

## Authority and Duties of Corporate Officers.

The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Session or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

### President. The senior pastor shall, subject to the direction and supervision of the Session: (i) serve as the president and chief executive officer of the corporation; (ii) provide Spirit-led vision, leadership and pastoral care for the staff and congregation; (iii) supervise the ministry vision, strategy and theology of all associate pastors; (iv) preside at all meetings of the Session and congregational members; (v) preside at all meetings of the trustee committee if any; (vi) have authority to execute legal instruments and documents on behalf of the corporation as directed by Session or the trustee committee; and (vii) perform all other duties incident to the office of president or senior pastor and as from time to time may be assigned to such office by the Session. In the event of a pastoral vacancy, the Session shall elect the President from among its members.

### Secretary. The secretary shall (i) keep the minutes of the proceedings of the Session and any committees of the Session; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the Session. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

### Treasurer. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Session; (ii) upon request of the Session, make such reports to it as may be required at any time; and (iii) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the Session. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

# **FIDUCIARY MATTERS**

## Indemnification. The corporation shall indemnify each Session member, officer, employee and volunteer of the corporation while they are serving in that capacity and after they no longer serve in that capacity to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this section. The corporation shall pay for or reimburse reasonable expenses incurred by any person identified above who is a party to any proceeding in advance of final disposition of the proceeding to the extent permitted under the laws of the State of Colorado.

## Loans to Session Members and Officers Prohibited. No loans shall be made by the corporation to any of its Session members or corporate officers. Any Session member or corporate officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof. The advance of expenses by the corporation to any of its Session members or corporate officers in accordance with Section 7-129-104 of Act shall be deemed not to be a loan prohibited by this section.

## Compensation. Ruling elders shall not receive compensation for their services as Ruling elders. However, elders shall not be disqualified from receiving reasonable compensation for other services rendered to or for the benefit of the corporation. Any such services and compensation shall comply with the Church’s conflicts of interest policy.

## Resignation and Removal. Any officer may resign at any time by giving written notice to the president or to the Session. An officer’s resignation shall take effect upon receipt by the Church unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer’s incapacity as determined by a court of competent jurisdiction. An ecclesiastical officer may be removed at any time by action of the congregational members, subject to procedures laid out in the *Constitution* and any action required by the Presbytery under the *Constitution*. In addition, the Session may remove any corporate officer (other than the senior pastor) at any time. Finally, the Session may remove any officer from active participation in the affairs of the Church (other than Session meetings) pending action required for removal from office of such officer as laid out in the *Constitution*.

# **AMENDMENTs**

## Provisions of these bylaws or the articles of incorporation may be amended only by the communicant members, subject to the following specific requirements for amendment of certain provisions. So long as the Church remains a particular congregation of the PCA: (i) the Preamble and this Article VI shall not be amended without consent of the Presbytery; and (ii) no amendment to the articles of incorporation or bylaws inconsistent with the *Constitution* shall be made. An amendment shall be approved only if the votes cast in favor of the amendment exceed two-thirds of the eligible voters present at a meeting at which a quorum exists.