

HIGHLIGHTS OF THE PROPOSED ECCLESIASTICAL BYLAWS

The ecclesiastical bylaws describe how **our congregation lives and works together as a church** under the Constitution of the Presbyterian Church (U.S.A.). They deal with congregational meetings, voting, elected leaders, the Session, the Board of Deacons, the Board of Trustees, and the nominating process.

THE MOST IMPORTANT THINGS TO KNOW

1. WE ARE A PC(USA) CONGREGATION

These bylaws make clear that First Presbyterian Church of Shreveport is part of the **Presbyterian Church (U.S.A.)**, within the **Presbytery of the Pines**, and that the Book of Order guides the life of the church.

2. THE CONGREGATION HAS VOTING RIGHTS

Active members have the right to vote at congregational meetings. Voting happens **in person**; proxy voting is not permitted.

3. CONGREGATIONAL MEETINGS ARE CLEARLY DEFINED

The bylaws provide for: an **annual meeting, special meetings** when needed, advance notice before meetings, and clear rules about what business may be conducted. This helps make congregational decisions more orderly and transparent.

4. SESSION REMAINS THE GOVERNING COUNCIL OF THE CONGREGATION

The Session continues to govern the congregation's mission and ministry, while also recognizing that some powers belong properly to the congregation. The bylaws clarify that balance.

5. ELDERS, DEACONS, AND TRUSTEES ARE ALL ELECTED BY THE CONGREGATION

The proposed bylaws establish at least:

- **12 ruling elders**
- **18 deacons**
- **9 trustees**

Each group serves in rotating classes, with one class normally elected each year for **three-year terms**. No one may serve more than **six consecutive years** in the same office before taking at least a year off.

6. THE NOMINATING PROCESS IS CLEAR

A nominating committee elected by the congregation will nominate people for elder, deacon, trustee, and other elected positions. The committee includes:

- one current elder
- one current deacon
- three members at large
- the pastor serves ex officio, without vote

Nominations from the floor are still permitted, as long as the nominee has agreed in advance.

7. DEACONS AND TRUSTEES SERVE UNDER SESSION IN DIFFERENT WAYS

The bylaws make clear that:

- the **Board of Deacons** serves under the authority and direction of the Session
- the **Trustees** handle corporate and property matters under the direction of the Session and do not govern the ecclesiastical life of the church

8. ECCLESIASTICAL AND CORPORATE MATTERS ARE DISTINGUISHED

The ecclesiastical bylaws govern the **church's spiritual and organizational life**. Separate Corporate Bylaws govern the legal corporation. The two are meant to work together, but church governance remains rooted in Presbyterian polity.

9. CHANGES TO THESE BYLAWS REQUIRE CONGREGATIONAL ACTION

These bylaws cannot be changed by the Session alone or the Board of Trustees alone. They may be amended only by the congregation, with advance notice and a **two-thirds vote** of those present and voting.

IN SHORT

These bylaws are meant to give the congregation a clearer, more orderly, and more consistent framework for how we function as a church. They preserve congregational voting rights, clarify leadership roles, and align our local practices with Presbyterian polity.

HIGHLIGHTS OF THE PROPOSED CORPORATE BYLAWS

The corporate bylaws describe how the **church's legal corporation** functions. They focus on things like trustees, officers, property, contracts, investments, records, and other legal and financial matters. They are not meant to replace the church's spiritual governance; rather, they support it.

THE MOST IMPORTANT THINGS TO KNOW

1. The members of the corporation are the active members of the church

The proposed bylaws say that the active members of First Presbyterian Church of Shreveport are also the members of the corporation. That means the congregation still has an important voice in corporate matters.

2. Corporate meetings happen with congregational meetings

Meetings of the corporation are held **together with congregational meetings**, at the same time and place. This keeps things simpler and avoids creating a separate parallel structure.

3. Trustees are elected by the congregation

The corporation will have a **Board of Trustees** of at least **nine trustees**, elected by the congregation through the same nominating process used for elders and deacons. Trustees serve in rotating three-year classes, with the same six-year consecutive service limit and one-year break afterward.

4. Trustees work under the direction of Session

One of the most important points in these bylaws is that trustees **do not govern the church**. Instead, they handle corporate, property, and legal matters **under the authority and direction of the Session**. They are not a separate governing body for the spiritual life of the congregation.

5. Trustees can be removed or resign

The proposed bylaws clearly provide for trustee **resignation** and **removal** when necessary. This helps the church respond responsibly if a trustee steps down or if the congregation needs to act.

6. Trustees are not paid for serving

Trustees serve **without compensation**, though they may be reimbursed for reasonable expenses connected with their work. The bylaws also make clear that the corporation's resources are to be used for the church's mission and purposes, not for private benefit.

7. The trustees recommend investment policy, but Session approves it

The proposed bylaws create a healthy balance:

- the **Trustees recommend** an investment policy
- the **Session approves** that policy
- the **Trustees then manage investments within that approved policy**

This gives trustees real responsibility while keeping overall policy oversight with Session.

8. Property decisions must still follow church and civil requirements

Real estate and major property matters must be handled in a way that is consistent with:

- the Constitution of the Presbyterian Church (U.S.A.), as applicable to this congregation
- the church's Ecclesiastical Bylaws
- congregational authorization where required
- civil law

9. The corporation remains subordinate to the church's governing documents

These bylaws make clear that the corporation is not independent of the church. It exists to support the life and mission of First Presbyterian Church of Shreveport and must operate in conformity with the church's governing framework.

IN SHORT

The corporate bylaws give the church a clearer and healthier framework for its corporate life. They define the role of trustees, provide for good stewardship, and make sure legal and financial responsibilities are carried out in a way that supports—rather than competes with—the church's ministry and governance.

**ECCLESIASTICAL BYLAWS
FIRST PRESBYTERIAN CHURCH OF SHREVEPORT, LOUISIANA**

PREAMBLE

First Presbyterian Church of Shreveport is a congregation of the Presbyterian Church (U.S.A.), organized for the worship of God, the proclamation of the gospel of Jesus Christ, the nurture of disciples, and the service of God's mission in the world. The Congregation shall live and act in conformity with the Constitution of the Presbyterian Church (U.S.A.), consisting of the Book of Confessions and the Book of Order.

**ARTICLE I
NAME AND ECCLESIASTICAL RELATIONSHIP**

Section 1. Name

The name of this congregation shall be First Presbyterian Church of Shreveport, Louisiana ("the Congregation").

Section 2. Ecclesiastical Relationship

This Congregation is a member church of the Presbyterian Church (U.S.A.), within the Presbytery of the Pines, and shall function under the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Section 3. Governing Authority

These bylaws are ecclesiastical bylaws. They are subordinate to the Constitution of the Presbyterian Church (U.S.A.) and shall be interpreted in a manner consistent with that Constitution.

**ARTICLE II
PURPOSE AND MISSION**

The Congregation exists to participate in God's mission in Jesus Christ through worship, discipleship, fellowship, witness, and service.

**ARTICLE III
MEMBERSHIP**

Section 1. Categories of Membership

The membership of this Congregation shall include baptized members, active members, and affiliate members, as defined in the Book of Order.

Section 2. Active Members

Active members are those persons defined by the Book of Order and are entitled to participate in the governance of the church, including voting at congregational meetings and eligibility for election to ordered ministry, subject to the Book of Order.

Section 3. Membership Roll

The Session shall establish and maintain the roll of active members and other membership rolls in accordance with the Book of Order.

**ARTICLE IV
MEETINGS OF THE CONGREGATION**

Section 1. Annual Meeting

The Congregation shall hold an annual meeting at a date and time determined by the Session, for purposes appropriate for congregational consideration under the Book of Order.

At the annual meeting, the following shall ordinarily be included:

- a. annual reports for information;
- b. financial report for the preceding year;
- c. any report on the current budget for information;
- d. changes in the terms of call of the pastor or pastors, when required;
- e. election of persons to positions that are to be elected by the Congregation; and

- f. other business proper to a congregational meeting.

Section 2. Special Meetings

Special meetings of the Congregation may be called by the Session, by the presbytery, or by the Session when requested in writing by one-fourth of the active members on the roll of the Congregation.

Section 3. Notice of Meetings

Adequate public notice of all congregational meetings shall be given in accordance with the Book of Order. Notice shall also be given at regular services of worship prior to the meeting. As the Congregation's rule for minimum notification, notice shall ordinarily be given on the two Sundays immediately preceding the meeting, unless a longer period is required by civil law or by the call of the meeting.

Section 4. Business Proper to Congregational Meetings

Business transacted at congregational meetings shall be limited to matters proper to congregational meetings under the Book of Order and to matters specifically listed in the call of the meeting.

Section 5. Moderator

The installed pastor shall ordinarily moderate all meetings of the Congregation. If it is impractical for the pastor to preside, another moderator shall serve as provided in the Book of Order.

Section 6. Secretary

The Clerk of Session shall serve as secretary for all meetings of the Congregation. If the Clerk is unable to serve, the Congregation shall elect a secretary for that meeting.

Section 7. Quorum

The quorum for meetings of the Congregation shall be the lesser of one hundred (100) active members or twenty percent (20%) of the active members on the roll, together with the moderator and secretary or persons duly serving in those capacities.

Section 8. Voting

All active members present at annual or special meetings of the Congregation are entitled to vote. Voting by proxy shall not be permitted.

Section 9. Minutes

The secretary shall record the actions of the Congregation in minutes of the meeting, and those minutes shall be preserved with the records of the church.

ARTICLE V PARLIAMENTARY AUTHORITY

Meetings of the Congregation shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised, except where it is in contradiction to the Constitution of the Presbyterian Church (U.S.A.) or these bylaws.

ARTICLE VI THE SESSION

Section 1. Authority and Responsibility

The Session is the council of this Congregation and shall govern the Congregation's mission and ministry in accordance with the Book of Order.

Section 2. Powers Reserved to the Congregation

The Session shall not exercise powers reserved by the Constitution of the Presbyterian Church (U.S.A.), these bylaws, or civil law to the Congregation.

Section 3. Standing Rules, Policies, and Administrative Procedures

The Session may adopt standing rules, policies, and a Manual of Administrative Operations to govern its work and the administration of the church, provided that such rules and policies are subordinate to the Constitution of the Presbyterian Church (U.S.A.) and these bylaws.

ARTICLE VII RULING ELDERS, DEACONS, AND TRUSTEES

Section 1. Ruling Elders

The Congregation shall elect not fewer than twelve (12) ruling elders to active service on the Session, divided into classes as nearly equal in number as practicable. One class shall ordinarily be elected each year for a term of three (3) years, unless a shorter term is required to fill an unexpired term.

No ruling elder shall serve more than six consecutive years on the Session, whether by full or partial terms. After serving six consecutive years, a ruling elder shall be ineligible for reelection to the Session for a period of one year.

Section 2. Deacons

The Congregation shall elect not fewer than eighteen (18) deacons to active service on the Board of Deacons, divided into classes as nearly equal in number as practicable. One class shall ordinarily be elected each year for a term of three (3) years, unless a shorter term is required to fill an unexpired term.

No deacon shall serve more than six consecutive years on the Board of Deacons, whether by full or partial terms. After serving six consecutive years, a deacon shall be ineligible for reelection to the Board of Deacons for a period of one year.

Section 3. Trustees

The Congregation shall elect not fewer than nine (9) trustees to active service on the Board of Trustees, divided into classes as nearly equal in number as practicable. One class shall ordinarily be elected each year for a term of three (3) years, unless a shorter term is required to fill an unexpired term.

No trustee shall serve more than six consecutive years on the Board of Trustees, whether by full or partial terms. After serving six consecutive years, a trustee shall be ineligible for reelection to the Board of Trustees for a period of one year.

Section 4. Vacancies

Vacancies in the office of ruling elder, deacon, or trustee may be filled by election at an annual meeting or a special meeting of the Congregation, as the Session may determine.

Section 5. Conformity to the Book of Order

All election, preparation, examination, ordination, and installation of ruling elders and deacons shall be conducted in accordance with the Book of Order. The election and service of trustees shall be conducted in accordance with these bylaws, the Corporate Bylaws, and applicable law.

ARTICLE VIII NOMINATING COMMITTEE

Section 1. Purpose

There shall be a Nominating Committee to nominate persons for election as ruling elders, deacons, trustees, and such other positions as are to be filled by election of the Congregation.

Section 2. Composition and Term

The Nominating Committee shall be drawn from and representative of the Congregation. It shall consist of not fewer than five (5) active members, each elected by the Congregation for a term of one (1) year and serving until their successors are elected.

The committee shall include:

- a. one (1) currently serving ruling elder, nominated by the Session for election by the Congregation;
- b. one (1) currently serving deacon, nominated by the Board of Deacons for election by the Congregation;
and
- c. three (3) active members at large, none of whom shall be currently serving on the Session, nominated by the current Nominating Committee for election by the Congregation.

The pastor or temporary pastor shall serve as a member ex officio and without vote.

Section 3. Election

The Nominating Committee shall normally be elected at the annual meeting of the Congregation, but may be elected at any duly called meeting of the Congregation for that purpose. Election shall be by majority vote of the active members present and voting. Voting by proxy shall not be permitted.

Section 4. Report of the Committee

The Nominating Committee shall bring to the Congregation nominations for the offices and positions to be filled by election of the Congregation. Full opportunity shall always be given for nominations from the floor by any active member of the Congregation, provided the consent of the nominee has been obtained in advance. The Congregation shall elect only the number of persons required to fill the positions to be filled, by majority vote of the active members present and voting.

ARTICLE IX BOARD OF DEACONS

Section 1. Function

The Board of Deacons shall fulfill the ministry assigned to deacons by the Book of Order, under the authority and direction of the Session.

Section 2. Officers and Organization

The Board of Deacons may elect its officers and organize its work in such manner as is consistent with the Book of Order, these bylaws, and any policies adopted by the Session.

ARTICLE X ECCLESIASTICAL AND CORPORATE DISTINCTION

These bylaws govern the ecclesiastical life of the Congregation. The legal corporation associated with the Congregation shall be governed by separate Corporate Bylaws, adopted and amended in accordance with applicable civil law and the actions of the Congregation where required. The ecclesiastical and corporate bylaws shall be interpreted to work together in harmony, and in matters of church government, ordered ministry, discipline, worship, congregational authority, and the relationships of councils, the Constitution of the Presbyterian Church (U.S.A.) shall control.

Trustees, if any, shall exercise only the authority assigned to them by the corporate governing documents, civil law, and actions of the Congregation. In the exercise of their duties, trustees shall act under the direction of the Session and shall not infringe upon the rights and authority of the Session. Trustees shall not govern the ecclesiastical life of the Congregation except as expressly authorized by the Constitution of the Presbyterian Church (U.S.A.) or by action of the Congregation consistent with that Constitution.

ARTICLE XI AMENDMENT OF THESE BYLAWS

Section 1. Authority to Amend

These bylaws may be amended only by the Congregation at an annual meeting or a special meeting duly called for that purpose.

Section 2. Notice of Proposed Amendments

The proposed amendment or amendments shall be distributed in written form at the same time as the call of the meeting, and in no event less than the minimum notice otherwise required for congregational meetings.

Section 3. Vote Required

An amendment shall require the affirmative vote of two-thirds of the active members present and voting.

Section 4. Constitutional Conformity

No amendment shall be valid if it is inconsistent with the Constitution of the Presbyterian Church (U.S.A.) or applicable civil law.

**ARTICLE XII
EFFECTIVE DATE**

These Ecclesiastical Bylaws shall take effect immediately upon approval by the Congregation.

Adopted by the Congregation on _____.

**CORPORATE BYLAWS
FIRST PRESBYTERIAN CHURCH OF SHREVEPORT, LOUISIANA**

**ARTICLE I
THE CORPORATION**

Section 1. Name and Formation

First Presbyterian Church of Shreveport, Louisiana (the "Church"), a particular church of the Presbyterian Church (U.S.A.), is organized as a nonprofit corporation under the laws of the State of Louisiana (La. R.S. 12:201 et seq.) (the "Corporation").

Section 2. Relationship to the Church

The Corporation exists to hold and manage property and conduct the temporal and legal affairs of the Church.

The Corporation shall at all times operate in conformity with:

- a. the Constitution of the Presbyterian Church (U.S.A.); and
- b. the Ecclesiastical Bylaws of the Church.

In matters of church governance and ecclesiastical authority, the Constitution of the Presbyterian Church (U.S.A.) shall control.

Section 3. Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year.

**ARTICLE II
MEMBERS**

Section 1. Members

The active members of the Church shall constitute the members of the Corporation.

Section 2. Meetings of Members

Meetings of the members of the Corporation shall be held in conjunction with meetings of the Congregation and at the same time and place.

Section 3. Conduct of Meetings

Meetings shall be conducted in accordance with the Book of Order, the Ecclesiastical Bylaws, and Robert's Rules of Order Newly Revised, where applicable.

Section 4. Voting

Each active member present at a duly called meeting shall be entitled to one vote. Voting by proxy shall not be permitted.

**ARTICLE III
TRUSTEES (BOARD OF DIRECTORS)**

Section 1. Authority and Responsibility

The property, business, and affairs of the Corporation shall be managed by or under the direction of its Trustees (Directors), in accordance with the laws of the State of Louisiana, the Constitution of the Presbyterian Church (U.S.A.), and these bylaws.

Section 2. Relationship to Session

The Trustees shall act under the authority and direction of the Session and shall not infringe upon the powers and duties of the Session. The Trustees shall not govern the ecclesiastical life of the Church.

Section 3. Composition

The Corporation shall have a Board of Trustees consisting of not fewer than nine (9) trustees. Trustees shall be active members of the Church.

Section 4. Terms and Classes

Trustees shall be divided as nearly equally as practicable into three classes, with one class elected each year.

Each trustee shall serve a term of three (3) years, unless elected to fill an unexpired term.

No trustee shall serve more than six (6) consecutive years, whether by full or partial terms. After serving six consecutive years, a trustee shall be ineligible for reelection for a period of one (1) year.

Section 5. Nomination and Election

Trustees shall be nominated by the Nominating Committee and elected by the Congregation in the same manner as ruling elders and deacons, in accordance with the Ecclesiastical Bylaws.

Section 6. Vacancies

Vacancies among the Trustees may be filled by election at a meeting of the Congregation.

Section 7. Removal and Resignation

Any trustee may be removed from office by the Congregation at a duly called meeting for that purpose, with or without cause, in accordance with applicable law.

Any trustee may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time stated in the notice, or, if no time is stated, upon receipt.

Section 8. Meetings, Notice, Quorum, Participation, and Action

The Trustees shall meet at least annually and more frequently as necessary for the conduct of corporate business. Meetings may be called by the President or by any two Trustees. Notice of meetings shall be given in accordance with applicable Louisiana law, unless waived. Trustees may participate in meetings by conference telephone or similar communications equipment. A majority of the Trustees shall constitute a quorum, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees unless otherwise required by law.

Section 9. Informal Action

Any action required or permitted to be taken at a meeting may be taken without a meeting if all Trustees consent in writing or by electronic transmission.

Section 10. Compensation, Reimbursement, and Non-Inurement

Trustees shall serve without compensation, but may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to applicable policy.

No part of the net earnings of the Corporation shall inure to the benefit of any Trustee, officer, or other private person, except that the Corporation may make payments and distributions in furtherance of its purposes and may reimburse reasonable expenses as authorized by these bylaws or applicable policy.

ARTICLE IV OFFICERS

Section 1. Officers

The officers of the Corporation shall include a President, a Secretary, and a Treasurer. Additional officers may be elected as needed.

Section 2. Election and Term

Officers shall be elected annually by the Trustees and shall serve until their successors are elected.

Section 3. Duties

The officers shall perform the duties ordinarily incident to their offices and such additional duties as may be assigned by the Trustees.

Section 4. Vacancies and Removal

Vacancies may be filled by the Trustees. Officers may be removed by the Trustees.

Section 5. Resignation

Any officer may resign at any time by giving written notice to the Trustees, the President, or the Secretary. Such resignation shall take effect at the time stated in the notice, or, if no time is stated, upon receipt.

ARTICLE V CONTRACTS, FINANCIAL MATTERS, AND PROPERTY

Section 1. Authority to Contract

The Trustees may authorize officers or agents to enter into contracts on behalf of the Corporation.

Section 2. Investment Policy and Management

The Trustees shall recommend to the Session a written investment policy governing the investment and management of the Corporation's funds. Such policy shall be subject to approval by the Session. The Trustees shall manage, invest, and reinvest the assets of the Corporation and make decisions regarding the management of such funds, provided that all such actions are consistent with the approved investment policy and their fiduciary duties under applicable law. Funds shall be deposited or invested in such institutions and instruments as the Trustees determine in accordance with the approved investment policy.

Section 3. Gifts

The Corporation may accept gifts, bequests, and contributions consistent with its purposes.

Section 4. Property Transactions

All matters involving the acquisition, encumbrance, or sale of real property shall be conducted in accordance with:

- a. the Constitution of the Presbyterian Church (U.S.A.), as applicable to this Congregation;
- b. the Ecclesiastical Bylaws;
- c. authorization of the Congregation where required; and
- d. applicable civil law.

All property shall be held, used, and disposed of in a manner consistent with the governing documents of the Church and the requirements of applicable law.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify its Trustees, officers, and agents to the fullest extent permitted under Louisiana law.

The Corporation may maintain insurance for such persons.

ARTICLE VII RECORDS AND REGISTERED OFFICE

Section 1. Records

The Corporation shall maintain such records as are required by law and appropriate for the conduct of its affairs.

Section 2. Registered Office and Agent

The Corporation shall maintain a registered office and registered agent in the State of Louisiana as required by law.

Section 3. Inspection

Members shall have rights to inspect records as provided by Louisiana law.

**ARTICLE VIII
ELECTRONIC COMMUNICATIONS**

Any action required to be in writing may be satisfied by electronic communication to the extent permitted by Louisiana law.

**ARTICLE IX
AMENDMENTS**

Section 1. Authority to Amend

These Corporate Bylaws may be amended by the members of the Corporation at a duly called meeting.

Section 2. Limitations

No amendment shall be valid if inconsistent with:

- a. the Constitution of the Presbyterian Church (U.S.A.); or
- b. the Ecclesiastical Bylaws.

Section 3. Additional Approvals

Any amendment requiring approval under the Book of Order or civil law shall not take effect until such approval is obtained.

**ARTICLE X
EFFECTIVE DATE**

These Corporate Bylaws shall take effect upon approval by the members of the Corporation.

Adopted by the Corporation on _____.