

Newnan Presbyterian Church

38 Greenville Street
Newnan, GA 30265

BY-LAWS

I. COVENANT OF FAITH AND GOVERNMENT

Statement of Purpose or Mission

The Newnan Presbyterian Church, a Georgia Corporation, located in Newnan Georgia, is a community of believers committed to being open and caring as we worship in our historic location. Its mission is to glorify God as we seek inspiration through worship, study, and fellowship and to extend Christ's love in our community and beyond.

Relation to the Presbyterian Church (U.S.A.)

The Newnan Presbyterian Church is a member church of the Presbytery of Greater Atlanta, in the Synod of South Atlantic, of the Presbyterian Church (U.S.A.).

Governance of the Church

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that *Constitution*, these bylaws shall provide specific guidance for this church.

The By-Laws shall be subject to the provisions of the Book of Order of the Presbyterian Church (U.S.A.), as the same now exists or may hereinafter from time to time be amended. Any conflict between the By-Laws and said Book or Order shall be governed by the provisions of said Book of Order. Any matters not specifically provided for in the By-Laws shall be governed by the applicable provisions of said Book of Order.

The latest edition of Robert's Rules of Order (Newly Revised) shall be used for parliamentary guidance.

Incorporation

In accordance with the laws of the state of Georgia, the Congregation shall cause a corporation to be formed. Consistent with the laws of this state, both ecclesiastical and corporate business may be conducted at the same meeting of the Congregation.

The Corporation Officers shall be: 1) Chief Executive Officer; 2) Chief Financial Officer; 3) Secretary; and 4) Registered Agent.

The Chief Executive Officer, Chief Financial Officer and Secretary shall be Active Members of the Newnan Presbyterian Church.

II. MEMBERSHIP

Basis for Membership

Persons may enter into active church membership upon approval by the Session in the following ways: by profession of faith, reaffirmation of faith in Jesus Christ, or transfer of certificate from some other church.

The *Constitution of the Presbyterian Church (U.S.A.)* shall determine member's on-going membership status.

III. LEADERSHIP

Ministers of the Word and Sacrament

Persons called to the pastoral offices of the Word and Sacrament are pastors and associate pastors. Pastors and associate pastors are chosen by the Church. They shall be members of the Presbytery of Greater Atlanta. They shall be accountable to the Presbytery.

Moderator

The pastor shall moderate meetings of both the Session and the Congregation. If there are co-pastors, they shall alternately preside at meetings. When the church is without a pastor, the moderator appointed by the Presbytery shall preside. If it is impractical for the pastor or the moderator of the Session appointed by the Presbytery to preside, he or she shall invite, another minister of the Presbytery to preside.

Clerk of Session

The Session, shall elect annually an elder to serve as clerk of the Session for the forthcoming year for a term of service of one year. No elder shall serve as clerk of Session for consecutive terms, either full or partial, aggregating more than three years.

Secretary

The clerk of Session shall serve as Secretary of the Corporation.

Treasurer

The Elder of the Finance Ministry shall serve as the Treasurer of the Church. No elder shall serve as treasurer of the Church for consecutive terms, either full or partial, aggregating more than six years.

Chief Financial Officer

The Treasurer of the Church shall serve as the Chief Financial Officer

Elders

Elders are chosen by the Congregation. Together with ministers of the Word and Sacrament they exercise leadership, government and discipline and have responsibilities for the life of the church.

The Church shall have at least twelve (12) active elders. The Congregation shall annually elect elders as needed to fill any vacancies. Elders usually serve for a term of three years. The Congregation shall be also electing an elder for three years or less if filling a vacancy (G-2.0404). No elder *by rule of the Constitution of the Presbyterian Church (U.S.A.)*, shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder who has served a total of six years shall be ineligible for reelection to the Session for a period of at least one year.

Additionally, the Church may have one (1) active youth Elder. The term of Youth Elder shall be for one year.

Deacons

Deacons are chosen by the Congregation. Deacon's duties are delegated from the Session which includes the charge to minister to those who are in need, to the sick, to friendless, and to any who may be in distress.

The Church shall have twelve (12) deacons. The Congregation shall annually elect four (4) deacons for a term of service of three years. The Congregation shall also elect a deacon for three years or less if filling a vacancy. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the board of deacons for a period of at least one year.

Additionally the Church may have one (1) active youth Deacon. The term of Youth Deacon shall be for one year.

IV. MEETINGS

Meetings of the Church: Congregation

Each calendar year, there shall be at least two meetings of the Congregation in the church building (or Barrow Fellowship Hall).

The First meeting shall be in the month of March, at which at least the following business shall be conducted: 1) election of officers of the corporation (vote required); 2) annual reports from organizations (information only), and the Session (information only); 3) financial report for the preceding year for all funds of the church (information only); 4) budget for the current year (information only); and 5) renewal or changes of the terms of call for the pastor(s) (vote required).

The Second meeting shall be in the month of May at which at least the following business shall be presented: 1) electing members to serve on the Officers Nominating Committee (vote required).

Public notice of the required meetings of the Congregation shall be given by print, email and verbal from the pulpit the two (2) Sundays prior to the meeting.

All other necessary meetings of the Congregation shall be called by the Session. Such calls shall state clearly the purpose of such special meetings, and the business shall be restricted to that which is specified in the call.

Public notice of the called meetings of the Congregation shall be given in print, email, verbal from the pulpit, and displayed on the website, the two (2) Sundays prior to the meeting.

Meetings of the Church: Session

The Session is duty bound to conduct at least six stated meetings. The Stated meetings should ordinarily be conducted on even number months; all meetings shall be publicly announced.

All other necessary meetings of the Session shall be called by the moderator. Such called meetings shall state clearly the purpose of such special meetings, and the business shall be restricted to that which is specified in the call. A called meeting can be either in person or by phone or by internet including but not limited to email or webcast.

The Session is responsible for the mission and government of the Church; therefore, the Session has all responsibility and power to conduct the business of the Church.

The Session shall form ministries and ministry assignments from among its members. The Session shall create, adopt, publish and enforce all rules, regulations and standards necessary to conduct the business of the Church subject to the rule of the Constitution of the Presbyterian Church (U.S.A.).

Meetings of the Church: Board of Deacons

The Board of Deacons is duty bound to conduct at least six stated meetings per year. All meetings shall be publicly announced.

The Board of Deacons shall elect a moderator and a secretary from among its members and shall form such ministries as necessary to carry out its work.

All other necessary meetings of the deacons shall be called by the moderator. Such called meetings shall state clearly the purpose of such special meetings, and the business shall be restricted to that which is specified in the call. A called meeting can be either in person or by phone or by internet including but not limited to email or web cast.

The pastor shall be an advisory member of the Board of Deacons.

Proxies

A proxy shall not be valid at any Meetings of the Church including but not limited to Congregation, Session or Board of Deacons meeting.

V. MINUTES

Minutes of the Meeting - Congregation

The minutes of a meeting of the Congregation, shall be recorded by the secretary and attested by the moderator and the secretary. These minutes shall be approved by the Session at its next regular meeting. The minutes are recorded in the minute book of the Session.

Minutes of the Meeting - Session

The minutes of a meeting of the Session shall be recorded by the clerk of Session and approved with any corrections by the Session at its next regularly stated meeting. The minutes are recorded in the minute book of the Session.

VI. QUORUM

Quorum for the Meeting - Congregation

The quorum of a meeting of the Congregation shall be the moderator, the secretary and at least 20% of the active members. The quorum shall be consistent with the laws of the state of Georgia. The secretary shall determine that a quorum is present. Only active members may vote, regardless of age unless restricted by civil law. Voting by proxy is not allowed.

Quorum for the Meeting - Session

A quorum for the Session shall be at least sixty (60) percent of the Session members, which includes the moderator and all ministers of word and sacrament of the church. However, if the meeting of the Session is for the sole purpose of receiving new members, a quorum for the Session shall be three (3) which does include the moderator.

IX. Quorum for the Meeting - Deacon

A quorum for the board of deacons shall be at least sixty (60) percent of the Deacons, including the moderator.

VII. ELECTIONS

Nominating Committee

The Congregation shall form a nominating committee in the following manner:

- (1) There shall be eight members on the nominating committee.
- (2) The members shall be:
 - a. Clerk of the Session, and shall serve as moderator of the committee;
 - b. One member shall be an elder designated by the Session, whom shall be currently serving on the Session;

- c. One member shall currently be serving on the Board of Deacons;
 - d. One member shall be the Christian Education Ministry Representative;
 - e. One member shall be a member of the NPS Ministry Representative
 - f. One member shall be the Youth Ministry Representative;
 - g. Two members shall be named from the Congregation; and
 - h. The pastor shall be a member ex officio and without vote.
- (3) Members of the committee shall be elected annually, and no member shall serve more than three years consecutively.
 - (4) The nominating committee shall bring to the Congregation nominations only for the number of positions to be filled
 - (5) The floor shall be open for nominations at the annual meeting.

Vacancies

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.

VIII. COMPENSATION

No Compensation

No compensation shall be paid by the church to any person, other than reimbursement of out-of-pocket expenses who serve as: Chief Executive Officer; Chief Financial Officer; Corporate Secretary; Registered Agent; Moderator; Clerk of Session; Treasurer; Elder or Deacon. A person may serve the church in a capacity other than Chief Executive Officer; Chief Financial Officer; Corporate Secretary; Registered Agent; Moderator; Clerk of Session; Treasurer; Elder or Deacon and receive compensation for the services rendered in that other capacity.

IX. MISCELLANEOUS

Inspection of Books

All books and records of the Church may be inspected by any Member, Officer of his agent or Attorney, for any proper purpose at any reasonable time on written demand stating such purpose.

Seal

The corporate seal shall be in such form as the Session may from time to time determine. In the event that it is inconvenient at any time to use the corporate seal of the Corporation, the words "Seal" or "Corporate Seal" enclosed in parentheses or scroll shall be deemed the corporate seal of the Corporation.

X. CHANGES TO BY-LAWS

Amendments

These bylaws may be amended subject to the Articles of Incorporation, the laws of the state of Georgia and the Constitution of the Presbyterian Church (U.S.A.) by a two-thirds vote of the voters present, providing that the proposed changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.