

BYLAWS OF FAIRLINGTON PRESBYTERIAN CHURCH

3846 King Street

Alexandria, Virginia 22301

Adopted and approved January 30, 2011

Article I Name and Authority

The name of this church is Fairlington Presbyterian Church (herein referred to as the Church). It is a member church of the National Capital Presbytery and shall at all times and in all respects conform to and support the *Constitution of the Presbyterian Church (USA)* as it is now or shall be from time to time amended, established, made, and declared by the authority of the Presbyterian Church (USA).

Article II Mission and Purpose

This Church is established to aid its members: (1) in serving the Head of the Church universal, our Lord and Savior Jesus Christ; (2) in proclaiming the Gospel message of the saving grace of our Lord; and (3) in providing a more effective witness by ministering, in the name of our Lord, to the spiritual and physical needs of others. To that end, these bylaws are hereby proclaimed and adopted as a means for the Congregation to conduct the affairs of the Church in an orderly manner and to establish the organizational structure by which this Church shall be governed.

Article III Membership

The membership of the Church shall include baptized members, active members, inactive members, and affiliate members, as provided in the *Constitution of the Presbyterian Church (USA)*.

Article IV The Congregation and Eligible Voters

Active members of the Church shall be known collectively as the Congregation. All active members in attendance at a meeting are eligible to vote on matters coming before the Congregation. Voting by absentee ballot, proxy, and cumulative voting are not permitted. The chronological membership roll, maintained by the Clerk of Session, shall be the controlling document for settling disputes about who is an active member and eligible to vote.

Article V Meetings of the Congregation

- A. All Congregational meetings shall be opened and closed with prayer.
- B. The meetings of the Congregation shall be held in the Church building or such other place as the Session may designate with proper and timely notice given to the members.

- C. Public notice of the time, place and purpose of all Congregational meetings shall be given at least on the two consecutive Sundays immediately preceding the meeting. Notice shall be printed in the Church bulletin.
- D. The Moderator of the Session shall preside at Congregational meetings, and the Clerk of Session shall take the minutes, as provided in the Book of Order.
- E. Congregational meetings may be of two types: Annual or Special.
 - 1. **Annual Congregational Meeting:** An annual meeting of the Congregation shall, with due notice, be called for January for the transaction of any appropriate business to come before it, which may include the election of officers; election of the officers' nominating committee; receiving reports from the Session, Diaconate and Trustees; approving the adequacy of the compensation of the Pastor or Pastors; or such other appropriate business as provided for in the call.
 - 2. **Special Congregational Meeting:** Special meetings may be called for any purposes appropriate for the annual meeting or for any other purpose which may be properly brought before the Congregation for consideration.
- F. When the annual meeting or a special meeting must be canceled due to inclement weather or some other emergency, the Session shall set another date as soon as practical, giving due notice as provided in paragraph C, above.
- G. A quorum for a Congregational meeting shall consist of 25% of the active members; but if the active membership is more than one-hundred (100), a quorum shall be one-tenth of the active members but no fewer than 25.

Article VI Officers of the Church

- A. **Session:** The Session shall consist of the Pastor or Co-Pastors and Associate Pastors (if any), and Elders. The Congregation shall, at its annual meeting or at any special meeting called for that purpose, elect Elders to serve as members of Session. There shall be seven (7) Elders on the Session, divided as evenly as possible into three classes.

The Session is responsible for the mission and government of the Church. It shall perform the duties prescribed in, and limited by, the Book of Order.

The Session shall establish its own organizational structure for the discharge of its duties, including the appointment of standing and special committees.

It is the sense of the Congregation that the Session should encourage the widest possible participation of the Congregation in the discharge of its duties. Such participation would include the appointment of members to Session committees, whenever feasible, and the invitation to the Congregation to attend meetings of Session or portions thereof, unless executive meetings are required by circumstance. The Session should also make available summaries of its minutes for the edification of the Congregation.

The Session shall make available to the congregation the operating budget for the coming year (including expenses and income) no later than one (1) week before the annual congregational meeting.

- B. The Board of Deacons:** The Congregation shall, at its annual meeting or at any special meeting called for that purpose, elect Deacons for the service of the Congregation. The Deacons shall organize as a board, known as the Board of Deacons. The Pastor or Pastors of the Church shall be advisory members of the Board. The Deacons shall minister to those who are in need, to the sick, to the friendless, and to any who may be in distress, and shall assume such other duties as may be delegated to them from time to time by the Session.

There shall be nine (9) Deacons on the Board of Deacons, divided equally into three classes.

The Board of Deacons shall perform all the duties assigned by the Session and shall be responsible to that body.

The Clerk of Session shall be the custodian of the minutes and other official records of the Board.

The Deacons shall elect from their own members, a Moderator, a Secretary, and Treasurer.

- C. The Board of Trustees:** The Congregation shall, at its annual meeting or at any special meeting called for that purpose, elect Trustees to the Board of Trustees of the Fairlington Presbyterian Church Corporation. The Board shall consist of three (3) Trustees, of whom one shall be elected annually. The term of office shall be three (3) years.

The Trustees shall be legal residents of Virginia and of legal age to hold and convey property.

The Board shall elect annually a President, Secretary, and Treasurer, and shall meet at least quarterly. Minutes shall be kept of all meetings. Any transaction of the Board dealing with the purchase, sale, investment, lease, or other disposition or significant change in the status of the financial or other assets within the jurisdiction of the Board shall be specifically noted in the minutes. The Minute Book shall be furnished to the Session for review each January and at such other times as the Session may require. The Clerk of Session shall be the custodian of the minutes and other official records of the Board.

At least two of the three members of the Board must concur on the transactions listed in the preceding paragraph by recording their actions and, where applicable, signing any negotiable instruments.

The Board of Trustees is subject to the authority of the Session and the Constitution of the Presbyterian Church (USA). Within the scope of authority, the Board may accept on behalf of the Church any contribution, gift, offering, tithe, bequest, or other transfer of property for the furtherance of any general or special purposes of the Church.

The Board shall perform such duties as delegated by the Session.

- D. **Pastorate:** There shall be one Pastor, who is a minister of the Word and Sacrament, or two Co-Pastors. There may also be one or more Associate Pastors and one or more Parish Associates. The Pastor shall be responsible for a quality of life and relationships that commend the gospel to all persons, and that communicate its joy and its justice. The Pastor is responsible for studying, teaching, and preaching the Word of God, for administering Baptism and the Lord's Supper, for praying with and for the Congregation. With the Elders, the Pastor is to encourage the people in the worship and service to God; to equip and enable them for their tasks within the Church and their mission to the world; to exercise pastoral care, devoting special attention to the poor, the sick, the troubled, and the dying; to participate in governing responsibilities, including leadership of the Congregation in implementing the principles of participation and inclusiveness in the decision-making of the Church, and its task of reaching out in concern and service to the life of the human community as a whole. With the Deacons, the Pastor is to share in the ministries of sympathy, witness, and service. The Pastor shall be responsible for sharing in the ministry of the Church in the governing bodies above the Session and in ecumenical relationships. The Pastor shall also serve as Moderator of all meetings of the Session and of the Congregation, and perform such other duties as provided by the Book of Order.
- E. **Other offices and organizations:** The Session may, in its discretion, establish other offices of ministry within the Church, including but not

limited to, a Director of Music, Organist, Sexton, and any clerical and support staff as may be needed. The Session may also recognize and authorize any auxiliary organizations within the Congregation necessary for Worship and the edification of the Church.

Article VII Limitation on Terms of Office

No Elder, Deacon or Trustee shall be elected for a term of more than three (3) years; nor shall such officer serve for consecutive terms, either full or partial, on the same body, aggregating more than six (6) years. Such officer, having been elected to that body for consecutive terms aggregating six (6) years, shall be ineligible to serve on that body for a further term (full or partial) until at least one year has elapsed from expiration of the last term for which that person was elected.

An officer may serve the maximum of six (6) years in aggregate on one body and then be elected to another body without waiting for one year to elapse.

Article VIII Vacancies

Vacancies on the Session, Board of Deacons, or the Board of Trustees shall be filled as soon as practical by election at a Congregational meeting. If the vacancy occurs within three months of the next meeting scheduled for the annual election of officers, the election may await that meeting.

Article IX Nominating Committee

The Nominating Committee for Elders, Deacons, and Trustees shall consist of two Elders currently serving on the Session and designated by the Session (one of whom shall be designated by the Session to serve as Moderator of the Committee), one Deacon designated from and by the Board of Deacons, and such other active members from the Congregation in sufficient numbers to constitute a majority of the Committee (exclusive of the Pastor), but none of whom may be in active service in the Session. The Pastor(s) shall serve on the Committee ex officio and without vote. The Nominating Committee shall also nominate at least two active members for the Audit Committee.

The Nominating Committee shall be elected annually at a Congregational meeting. No member of the Committee shall serve more than three (3) years consecutively.

The chronological membership roll, maintained by the Clerk of Session, shall be the controlling document for settling disputes about who is an active member and eligible for elected office.

Article X Audit Committee

There shall be an Audit Committee elected annually by the Congregation. It shall consist of at least three (3) active members. The Session shall appoint one of its

members to serve as Chairperson. The other Committee members shall be elected from the Congregation. A majority of the Committee must consist of members not currently serving on the Session. The members of the Committee shall serve no more than three (3) years consecutively. After a one-year interval, a member may be elected again.

Persons not eligible to serve on the Committee are Trustees, the Church Treasurer, the Treasurer of any Church organization or group, persons related to any of these officers, or any person with an actual or apparent conflict of interest.

The Committee shall conduct a review, according to guidance provided by the presbytery, of the financial records of the Session, the Board of Deacons, the Board of Trustees, and any other Church group or organization as designated from time to time by the Congregation or the Session. The officers of these bodies shall ensure that all financial records needed by the Committee are made available for the audit. The Committee shall satisfy itself that the Emergency Fund of the Board of Deacons has been used for the designated purpose of that fund, but the individual disbursements from that fund shall be kept confidential.

The Committee shall issue an annual report of its findings to the Congregation for the 12-month period ending December 31 of each year. This report shall be made by June 30 of the following year. In addition to the annual audit, the Congregation or Session may request such other audits as it deems necessary.

Article XI Review and Amendment of Bylaws

At least every three years the Congregation shall, at an annual meeting or special meeting, elect a committee known as the Committee on Bylaws Review. The Committee shall be composed of no fewer than three (3) active members. The Clerk of Session shall serve as Chairperson of the Committee; the other members shall be chosen from the Congregation. A majority of the Committee must consist of members not currently serving on the Session.

Recommendations from the Committee shall be considered at any annual or special Congregational meeting called for that purpose. All recommendations for amendments from the Committee shall be in writing and mailed to the Congregation at least three (3) weeks prior to the date of the Congregational meeting at which they are to be considered. Prior to the Congregational meeting, the Committee shall meet with the Session for consultation and review of proposed amendments.

In addition to recommendations made by the Committee, any active member of the Congregation may propose amendments to the bylaws. These proposals must be in writing and shall be sent or referred to the Committee which shall report on each proposal, along with its recommendation, at the next Congregational meeting. The Committee shall mail to the Congregation all such proposals at least three (3) weeks prior to the Congregational meeting at which the proposals are to be considered.

Amendments to the bylaws shall be made upon a two-thirds vote of Congregation present and voting at any annual or special meeting duly called for that purpose.

Article XII Previous Bylaws Superseded

This version of the bylaws of Fairlington Presbyterian Church supersedes and replaces all previous versions, which are now rendered null and of no effect.

Article XIII Principal Offices

The principal offices of the Church shall be located at 3846 King Street, Alexandria, Virginia 22302.