

**BY-LAWS**  
**FIRST UNITED PRESBYTERIAN CHURCH**  
Fayetteville, Arkansas  
January 27, 2008

**ARTICLE I – PURPOSE AND MISSION:**

**Section 1 – Purpose:** In order to provide for orderly administration of the ecclesiastical and/or corporate affairs of this congregation, we, the members of the First United Presbyterian Church of Fayetteville, Arkansas do ordain and establish the following by-laws.

**Section 2 – Mission Statement:**

“Called to be a light on the hill, we boldly proclaim and serve Christ, the Hope of our changing world.”

**ARTICLE II – NAME AND AFFILIATION:**

**Section 1 – Name:** The First United Presbyterian Church of Fayetteville, Arkansas hereinafter referred to as “Church”, is a member church of the Presbytery of Arkansas in the Synod of the Sun of the Presbyterian Church (U.S.A.) and recognizes the Constitution of the Presbyterian Church (U.S.A.) as being obligatory upon it and its members. The Church is incorporated under the laws of the State of Arkansas under the same name and is hereinafter referred to as “Corporation” when referring to the corporate entity. The Corporation is governed both by the Constitution of the Presbyterian Church (U.S.A.) and the laws of the State of Arkansas for Incorporation of Non-Profit Organizations.

**Section 2 – Origin:** The Church was formed by the union in 1957 of the Central Presbyterian Church (U.S.A.) (founded as the Cumberland Presbyterian Congregation of Fayetteville in 1830; became Central Presbyterian Church in 1906) and the First Presbyterian Church (U.S.) founded in 1883. It was incorporated by the State of Arkansas in 1957 as First United Presbyterian Church.

**Section 3 – Address:** The principal office for the transaction of the business of this church, including both ecclesiastical and corporate affairs, is located at 695 Calvin Street, Fayetteville, Arkansas 72703.

**ARTICLE III – MEMBERSHIP AND CONGREGATIONAL MEETINGS:**

**Section 1 – Purposes:** Business to be transacted at meetings of the congregation shall be limited to the following matters (G-7.0304a):

- A. Election of church officers
- B. Calling of pastor(s)
- C. Matters related to the pastoral relationship
- D. Buying, mortgaging, or selling real property (G-8.0500)

- E. Receiving the annual budget and other annual or periodic reports from the session or church organizations
- F. Amending church by-laws

**Section 2 – Voting Members:** The congregation is made up of all members on the active roll of the church and constitutes the membership of both the church and the corporation. All such members present at a congregational meeting are entitled to vote on all matters both ecclesiastical and corporate. (G-7.0301, G-7.0304b)

**Section 3 –Meetings:** Meetings of the congregation shall be held as specified below for the conduct of any ecclesiastical and/or corporate business properly brought before it.

A. Annual Meeting: The annual meeting shall be held in January, for the purpose of recognizing the session, receiving annual reports and plans for the coming year, receiving the budget, approving pastor(s) terms of call upon review by the session (G-10.0102n), electing the nominating committee, considering amendments to the by-laws, and transacting other business as is appropriate. (G-7.0302a).

B. Election Meeting: The election meeting shall be held annually in October for the purpose of electing officers of the congregation. (G-7.0302a)

C. Special Meetings: Special meetings may be called for conduct of any business as may be proper for congregational consideration. The call for any special meeting shall clearly state the purpose(s) and no other matters than those specified in the call shall be considered at that time. (G-7.0302b)

D. Call of Meetings: 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 members on the active roll. (G-7.0303a)

E. Date and Place: The session shall designate the date and place for each meeting.

F. Change of Date: The date(s) set for any heretofore mentioned meeting(s) of the congregation may be postponed or cancelled for good cause by the session or by the body originating the call. If postponed, the purpose(s) of the meeting must be met in a period of time not exceeding four weeks.

G. Notice: Public notice of the time, place, and purpose(s) of all meetings of the congregation shall be given from the pulpit and printed in the church bulletin on the two successive Sundays immediately preceding the meeting (a minimum of two weeks notice). (G-7.0303b) At least two weeks prior to any congregational meeting the clerk of session shall send email notice to all members on the church email registry.

H. Moderator and Secretary: All ecclesiastical matters of the congregation shall be moderated by the pastor or the associate pastor or, if the pulpit is vacant, by a minister appointed by the Presbytery of Arkansas. A member of the session shall be invited to moderate the meeting when corporate matters appear on the agenda. The clerk of session shall be secretary

of all meetings of the congregation. In the absence of the clerk, a secretary pro-tem shall be designated by the presiding officer. (G-7.0304b, G-7.0306, G-7.0307, G-7.0403)

I. Quorum: A quorum for congregational meetings shall be ten percent of the active membership who shall be present and eligible to vote. (G-7.0305)

J. Rules of Order: Meetings of the congregation shall be conducted in accordance with the General Rules for Judicatories as adopted by the General Assembly of the Presbyterian Church (U.S.A.) in so far as they apply, otherwise the most recent edition of "Robert's Rules of Order" newly revised, shall be used. (G-7.0302c)

K. Approval of Minutes: If the congregation does not approve the minutes of a congregational meeting before adjournment, the session shall read, correct, and approve the minutes of that congregational meeting at its next scheduled meeting and shall enter them into the permanent record. This action shall be reported at the next congregational meeting. (G-7.0307)

L. Prayer: All meetings of the congregation and all meetings of its elected and appointed working organizations shall be opened and closed with prayer.

## **ARTICLE IV – ELECTION, ORDINATION AND INSTALLATION OF OFFICERS:**

### **Section 1 – Officers, Eligibility, and Term:**

A. Officers: The officers of the church are the elders currently serving on the session and the officers of the corporation are the elders serving on the board of trustees.

B. Eligibility: All members on the active roll are eligible for election to a church or corporate office. However, no member shall be nominated or elected without his or her prior consent.

C. Term: The term of service for the session and the board of trustees is three years and a person who has served a regular three-year term shall not be eligible for reelection until at least one year has elapsed. A person elected to fill an unexpired term shall be eligible to be elected to a regular three year term immediately after completing the partial term of service. (G-14.0201b)

### **Section 2 – Election:**

A. Election Meeting: At the election meeting in October, the nominating committee shall present nominees for positions on the session and the board of trustees. One nominee shall be presented for each vacancy. Full opportunity shall be given for nominations from the floor by any eligible voter. When the number of nominees equals the number of elders and trustees to be selected, the congregation may vote by voice vote or show of hands. When the number of nominees is greater than the number of elders and trustees to be elected, the congregation shall vote by secret ballot. A majority of all the voters present and voting shall be required to elect. (G-14.0230)

B. Filling of Vacancies: If a vacancy occurs during the year, a special meeting shall be called as soon as practical after the nominating committee has secured a nominee for the vacancy.

**Section 3 – Training and Examination**: The session shall provide for a period of study and examination for the officers-elect in the period between their election and their ordination and/or installation. (G-12.0240)

**Section 4 – Ordination and Installation**: Officers shall be ordained and/or installed as soon as practical after election, shall assume the office to which they are elected immediately upon being ordained and/or installed, and shall serve until successors assume the duties of their office. (G-14.0206-9)

**ARTICLE V – SESSION:**

**Section 1 - Responsibilities**: The session has the jurisdiction, rights, powers, authority, and responsibilities conferred upon a session by the Constitution of the Presbyterian Church (U.S.A.), and by the acts of the General Assembly. In the session shall be lodged all administrative, spiritual and corporate responsibility of this church. (G-10.0102)

**Section 2 - Membership**: The session shall be composed of the pastor, associate pastor(s) and twenty-four elders in active service. All members of the session, including the pastor and associate pastor(s) are entitled to vote. The elders shall be divided for elective purposes only into three classes of eight members each. Classes will serve the session for three years, with a new class being elected each year to replace that class whose terms of service are expiring. (G-10.0100, G-14.0201)

**Section 3 – Meetings, Quorum, and Rules of Order:**

A. Stated Meetings: The session shall hold stated meetings monthly, at a time and place designated by it, unless canceled by the session's previous action. (G-10.0200)

B. Special Meetings: Special meetings of the session may be called by the moderator, by any two or more members of the session through the moderator, who shall convene the session when so requested; or by the presbytery. Reasonable notice of all special meetings must be given when other than routine business is to be transacted. (G-10.0201)

C. Quorum: A quorum for the transaction of business shall be the moderator and one-third of the elders making up the session. A quorum solely for the purpose of receiving/dismissing members of the congregation shall be the moderator and two session members. (G-10.0202)

D. Rules of Order: The meetings of the session shall be conducted in accordance with the Robert's Rules of Order, newly revised.

**Section 4 - Moderator:** The pastor of the church shall be the moderator of the session and the session shall not meet without the pastor except as provided by the Book of Order. When it may appear advisable for prudential reasons that some minister other than the pastor should preside, the pastor may, with the concurrence of the session, invite a minister of the Presbytery of Arkansas to moderate. In the case of sickness or absence of the pastor, the above expedient may be adopted; or the session, after having obtained the approval of the pastor, may convene and elect another of its own members to preside. When the church is without a pastor, the moderator shall be the minister appointed by the Presbytery of Arkansas. (G-10.0103)

**Section 5 – Clerk of Session:** The clerk of session shall be elected annually by the session at the first regular meeting each calendar year. The clerk of session shall be an elder and may be reelected to subsequent terms. The clerk of session shall serve as secretary for meetings of the congregation. In the absence of the clerk of session, the moderator shall designate a clerk pro-tem. The clerk of session shall keep records of all congregational meetings and of all meetings of the session. Minutes and all other official records of the session, which includes the membership rolls, records of boards, committees, and commissions of the church, are the property of the session, and the clerk of session shall be responsible for their preservation. (G-9.0203, G-10.0300)

**Section 6 – Treasurer:** The treasurer shall be elected annually by the session at the first regular session meeting each calendar year and may be reelected to subsequent terms. The treasurer shall be treasurer of both the church and the corporation and shall have charge and custody of, and be responsible for all funds, assets and securities of the congregation subject to supervision by the session or, by specific assignment, to the board of trustees. The treasurer shall oversee the counting and recording of offerings and other income; the dispersal of funds upon appropriate approval; the keeping of books and records; the reporting of financial activities to appropriate authority; preparation of the annual financial report to the congregation, the securing of an annual financial review of all records; and in general, perform all the duties of the office of treasurer. The session shall be responsible for, and approve the annual review of the treasurer's books and accounts, and shall report the results to the congregation at its annual meeting. The following minimum standards of financial procedure shall be observed (G-10.0401):

- (1) The counting and recording of all offerings by a duly appointed person;
- (2) The keeping of adequate books and records to reflect all financial transactions, open to inspection by authorized church officers at reasonable times;
- (3) Periodic reporting of the financial activities to the session and groups vested with financial oversight at least annually, preferably more often;
- (4) Complete review of all books and records relating to finances once each year by a committee of three members. The committee shall consist of the treasurer, the church accountant, and a reviewer nominated by the nominating committee and appointed by the session for a term of one year. The session appointed reviewer shall serve no more than three consecutive years.

**Section 7: Committees and Commissions:** The session shall appoint, and function with the assistance of such committees and commissions as it deems necessary to carry out the mission of the church. Committees shall operate under the direction and guidance of the session and their recommendations require action by the session for implementation. Standing committees are formed to address continuing needs of the church while non-standing, or special committees are

formed to address specific tasks and are dissolved upon task completion; normally delivery of a report back to the session. Commissions are empowered to consider and conclude matters referred by session. The session shall state specifically the scope of power delegated to the commission. The commission shall keep a full record of its proceedings, which shall be submitted to the session to be incorporated in the session minutes and regarded as the action of the session itself. (G-9.0501a, G-9.0502)

A. Standing Committees and Commissions: The standing committees of the session are:

Belonging and Evangelism	Outreach
Christian Education	Property
Deacons	Stewardship
Fellowship	Worship and Music
Kitchen Hospitality	Endowment*
Long Range Planning	Personnel*
Memorial Gifts	

The commission of the session is First School\*.

\* These committees and commission have specialized structures, objectives, or requirements defined elsewhere in these by-laws.

B. General Rules for Standing Committees: The following general rules for standing committees are recommended unless specified otherwise within these by-laws:

- (1) Membership on committees is open to anyone who actively participates in the life of the church;
- (2) Moderators should normally be active session members unless the need for specialized capability or experience dictates overriding this requirement;
- (3) The pastor/head of staff shall be an ex officio member of all standing committees. The pastor/head of staff may designate staff members as ex officio committee members to serve as staff liaison;
- (4) Ex officio members are non-voting unless specified otherwise by particular committee definition elsewhere within these by-laws;
- (5) Each committee shall include a liaison from the session as a voting member unless specified otherwise by particular committee definition elsewhere within these by-laws;
- (6) Committee service is on a year-to-year basis unless otherwise specified by particular committee definition elsewhere within these by-laws. No one should normally serve on a particular committee for more than six years without a break in service of at least one year unless the need for specialized capability or experience dictates overriding this requirement;
- (7) Committees shall be composed of no less than three voting members.
- (8) A session organizing committee shall be formed at the November stated session meeting. This committee shall generally consist of the pastor/head of staff, clerk of session, and one member from each session class serving in the coming year. The committee shall nominate the moderator(s), session liaison, and

staff liaison for all standing committees and commissions to serve in the coming year;

(9) Membership for each committee shall be recruited by a committee consisting of the pastor(s) and/or designated staff liaison(s), designated session liaison(s), moderator, and moderator-elect. Proposed membership for the following year for each standing committee and commission is to be submitted to the clerk of session in December. The names of additional or replacement members selected through the year shall be supplied to the clerk of session for appointment at the next session meeting. Member information is to include the current year of consecutive service and session class if actively serving on session;

(10) Membership of all standing committees and commissions shall be submitted to the session for approval at the January stated session meeting;

(11) Members of the congregation may attend any meeting without vote and without being appointed a member of the committee. Visiting members will be excused if the committee goes to executive session to treat confidential matters;

(12) A quorum is 50% of the voting membership and is required to approve any motion;

(13) Each committee shall meet at least quarterly, shall submit minutes to session, including actions taken and actions requested of session; and shall submit an annual report to session for approval and presentation to the congregation.

### **Section 8 – Endowment Committee:**

A. Purpose and Responsibility: The committee shall advise the trustees on the investment and management of the Endowment Fund, carrying out this responsibility with consideration for the needs of the church as defined by the session. The committee shall encourage members of the congregation to discover ways their resources may be shared through planned gifts, “the gifts that keep on giving.” The Endowment Fund may be placed with one of the foundations of the church for investment. Assets in all Restricted Fund Endowment Accounts remain therein with the investment of these funds to be managed by the trustees with advice from the endowment committee subject to the authority of the session.

B. Appointment: The committee shall be appointed by the session normally at the first regular session meeting each calendar year. The committee will consist of the current board of trustees, with the moderator of the board of trustees also serving as moderator of the committee, and three at-large elders appointed to terms the same as those of elders serving on the session. The pastor/head of staff and the church treasurer shall be ex officio non-voting members. At-large elders will be nominated by the current endowment committee and need not be actively serving on the session. Members shall serve until their successors are appointed.

C. Meetings: The committee shall meet at least quarterly; shall submit minutes to session, including actions taken and a financial summary; and shall provide a summary of actions and financial status for the church annual report.

## **Section 9 – Personnel:**

A. **Purpose:** The personnel committee shall advise and recommend to session policies, procedures and practices that will provide an orderly, focused and considerate means to build and maintain a healthy work environment. The committee is to provide support and counsel for the staff and provide a place where issues can be dealt with before they become personal situations. (Guidelines for Session Personnel Committees, PCUSA)

B. **Membership:** The personnel committee is normally composed of seven members, who shall be elders; four in active service on the session and three at-large from the congregation. The past moderator shall serve an additional year as a voting member even if this exceeds the normal term limitation and increases the committee membership to eight for this period. The pastor/head of staff serves as an ex officio non-voting member. Session members are nominated by the session organizing committee, one of whom shall be designated as moderator, and at-large members are nominated by the nominating committee. All members are appointed by the session at the first stated session meeting of the year. The committee will be divided into classes that are determined by the session's normal rotation process. The term of service is three years and no one shall serve more than two consecutive terms, or six years total, without a break in service of at least one year.

C. **Meetings:** The committee will meet at least six times each year. The moderator, the pastor, or any two members of the committee may call additional meetings as needed. When it is advisable for the committee to meet without the pastor, the pastor must be informed of the committee's plan to meet and of its agenda. (Guidelines for Session Personnel Committees, PCUSA)

D. **Responsibilities:**

- (1) Serve in a supportive and counseling relationship with the staff and in an advisory capacity to the session;
- (2) Recommend to session job descriptions for all staff;
- (3) Recommend to session regarding staff issues of hiring, discipline and termination;
- (4) Annually review and recommend to session compensation and benefit packages for all staff;
- (5) Annually review the personnel policies of the church and recommend changes to the session;
- (6) Encourage professional growth and development for all staff including an annual staff retreat;
- (7) Recommend to session ways to manage risk liabilities related to staff work;
- (8) Implement a plan of equal employment opportunities, developed in consultation with presbytery and approved by the session;
- (9) Work with pastor/head of staff to provide an annual review process for all staff and to assist in work planning and goal clarification;
- (10) Act as a support group for the pastor/head of staff and other members of the staff;
- (11) Confer with the pastor/head of staff on any important issues of concern.

E. Accountability: The committee is accountable to the session. It will present a written report to the session following each committee meeting and an annual report.

### **Section 10 – First School Commission:**

A. Name and Purpose: The First School Commission is delegated authority to oversee operational affairs of "First School of First United Presbyterian Church," a parent's day out and preschool program. Children are cared for in a developmentally appropriate, creative, nurturing and safe environment. The program is non-profit and consistent with the beliefs of the Presbyterian Church (U.S.A.).

B. Delegated Authority: The commission is delegated authority to oversee the operational affairs of the program within the prescribed budget. This is to include all personnel decisions regarding First School staff, approval of expenditures, and requests to session for budget, facility, or program changes.

C. Commission Members and Terms: The First School Commission has nine voting members representative of church and community constituencies involved with the program:

(1) Six commission members must be members of the church, two of whom shall be on the session. Session members shall be nominated by the session organizing committee and at-large church members shall be nominated by the nominating committee. These members shall be appointed by the session and shall serve staggered three-year terms. No more than two consecutive terms may be served without a lapse of at least one year;

(2) One commission member shall be a parent representative. This member need not be a member of the church and shall be nominated by the commission, appointed by session and serve a one-year term. No more than two consecutive terms may be served without a lapse of at least one year;

(3) One commission member shall be a teacher representative. This member shall be elected by the teaching staff, appointed by session and serve a one-year term. No more than two consecutive terms may be served without a lapse of at least one year;

(4) Ex officio members of the commission are the director(s), treasurer, and staff liaison. The director shall be a voting member. In the case of multiple directors they shall have between them a single vote. All other ex officio members shall be non-voting. The staff liaison shall be nominated by the pastor/head of staff, appointed by the session and serve until replaced.

The term of all commission members is the calendar year. Vacancies occurring during the year are filled by nomination from the appropriate source and appointment at the next stated session meeting.

D. Officers: Officers of the commission are the moderator, vice-moderator, secretary, and treasurer. The moderator shall be one of the six church members, nominated for the office by the session organizing committee and appointed by the session. The vice-moderator and secretary shall be elected by the commission members. The treasurer of the commission shall be

the church accountant or a person nominated by the church treasurer, appointed by the session, and shall serve until replaced.

E. Meetings: There shall be at least six stated meetings per year. The moderator may call additional meetings as needed, or any two members may request that a meeting be called. A one-week notice is required for all called meetings. Meetings will be governed by Robert's Rules of Order, newly revised and the Presbyterian Church (U.S.A.) Book of Order. A quorum is 50% of the voting membership and is required for the transaction of any business.

F. Responsibilities: The First School Commission shall develop the following items/policies for submission to, and approval by the session:

- (1) The program's mission statement;
- (2) A program description detailing specific objectives for accomplishing the mission;
- (3) A program budget;
- (4) Statement of current and proposed licensure;
- (5) Policy on admissions and enrollment;
- (6) Policy on personnel;
- (7) Policy on fiscal arrangement;
- (8) Policy on health and safety;
- (9) Policy on tuition and scholarships;
- (10) Policy on curriculum;
- (11) Policy on food service.

Copies of the above documents will be made available to session, staff and church members.

G. Reporting: A report of program status, including a budget summary, shall be made at each stated meeting of the session, or when requested by session. The commission shall present an annual report to session describing the program performance for the year. This report is to be included in the congregational annual report.

## **ARTICLE VI- TRUSTEES:**

**Section 1- Membership**: The board of trustees shall be composed of three members who shall be elders, nominated by the nominating committee, and elected by the congregation. The term of a member shall be the same as elders in active service and the members shall be divided into classes as are elders in active service. Members do not have to be in active service on the session. The board shall select a moderator from their membership at their first meeting of the calendar year. A quorum is 50% of the voting membership and is required for the transaction of any business. The pastor and church treasurer shall be ex officio, non-voting members. (G-7.0401)

**Section 2 – Powers and Duties**: The corporation so formed, or the individual trustees, shall have the following powers: to receive, hold encumber, manage, and transfer property, real or personal, for the church; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the church, all subject to the authority of the session under the provisions of the Constitution

of the Presbyterian Church (U.S.A.), provided further that in buying, selling, and mortgaging real property, the trustees shall act only after the approval of the congregation granted in a duly constituted meeting. (G-7.0402, G-8.0500)

## **ARTICLE VII –NOMINATING COMMITTEE:**

**Section 1 – Composition and Organization:** A ten member nominating committee representative of the congregation shall be elected at the annual meeting to serve until the close of the following annual meeting. (G-14.0201b)

A. The session shall nominate two elders in active service on the session one of whom shall be named by the session as moderator of the committee.

B. The Chancel Choir, Presbyterian Women, First Fellowship, and Senior High UPY shall each nominate one member of their organization, not in active service on the session, to serve on the committee.

C. Four at-large members, not in active service on the session, shall be nominated by the nominating committee.

D. Nominations may also be made from the floor. Election shall be by secret ballot when there are more nominees than positions.

E. A member of the nominating committee shall not serve more than two consecutive years. The pastor/head of staff shall serve as an ex officio non-voting member.

**Section 2 – Meetings:** The nominating committee shall meet as needed during the year. The moderator shall call the meetings as needed.

**Section 3 - Responsibility:** The nominating committee shall nominate annually for election by the congregation, persons to fill the position(s) of active elder in service on the session, trustee and at-large member of the subsequent nominating committee. The nominating committee shall also provide nominations for appointment by session to positions on First School Commission, personnel committee, memorial gifts committee, Butterfield Trail Village Board and a representative to the annual financial review committee. During the year, they shall nominate persons to fill vacancies on the above as they occur and provide other nominations as requested by the Session.

## **Section 4 - Process:**

A. **Publication of Nominee Slate:** The nominating committee shall publish the names of nominees for elective office along with the required two-week notice for congregational meetings at which election is to be conducted.

B. **Election Meeting:** The nominating committee shall nominate one person for each vacancy on the session and board of trustees. Additional nominations of qualified persons may be made from the floor by any voting member. (G-7.0302, G-14.0204a)

C. Annual Meeting: The nominating committee shall present nominations for the at-large positions on the subsequent nominating committee.

D. Session Appointments: At the January stated session meeting the nominating committee shall present nominations for appointment to positions to the First School Commission, personnel committee, memorial gifts committee, Butterfield Trail Village Board and a representative to the annual financial review committee.

E. Filling of Vacancies: The nominating committee shall nominate one nominee for each designated unexpired term as soon as practical after the vacancy occurs.

F. Consent of Nominee Required: No person shall be nominated either by the nominating committee or from the floor, unless he or she has previously given consent.

#### **ARTICLE VIII DISPUTE RESOLUTION:**

It is the policy of this church that disputes between members or between a member and the church itself that cannot be amicably resolved be resolved through mediation or arbitration and shall be guided by the Rules of Discipline in the Constitution of the Presbyterian Church (U.S.A.).

#### **ARTICLE IX - INDEMNIFICATION OF ELDERS, OFFICERS, EMPLOYEES, AND OTHER AGENTS:**

The elders, officers, employees, and other agents are indemnified to the extent allowed by the nonprofit corporation law of the State of Arkansas.

#### **ARTICLE X – CONSTRUCTIONS AND DEFINITIONS:**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Arkansas Non-Profit Corporation Law shall govern the construction of these by-laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person. If any element of these by-laws is determined to be in conflict with the Constitution of the Presbyterian Church (U.S.A.) and/or Arkansas Religious Non-Profit Law, all other elements are to remain in effect.

#### **ARTICLE XI – AMENDMENTS:**

These by-laws may be amended by a vote of two-thirds of those voting in a congregational meeting. Those portions of these by-laws which are specified by the Constitution of the Presbyterian Church (U.S.A.) are not subject to amendment.

Amendments may be proposed by any member of the congregation through the clerk of session. The text of proposed amendments to these by-laws shall be made available to every member of the congregation at least two weeks prior to the meeting at which the amendments will be considered.

**ARTICLE XII - ENABLING ACT:**

These by-laws, adopted by the congregation at its meeting December 12, 1965 (and revised January 20, 1974; January 29, 1984; January 28, 1990; March 8, 1998; May 23, 1999, February 2, 2003), shall be enacted immediately following their adoption by the congregation at its meeting January 27, 2008.

Reference numbers given in these by-laws are from the Constitution of the Presbyterian Church (U.S.A.), Part II, Book of Order 2007/2009.

**CERTIFICATION OF CLERK**

I, THE UNDERSIGNED, CERTIFY THAT I AM THE CURRENTLY ELECTED AND ACTING clerk of session of First United Presbyterian Church, Fayetteville, Arkansas, an Arkansas non-profit corporation, and the above by-laws, consisting of 13 pages, are the by-laws of this congregation as adopted at a meeting of the congregation held on January 27, 2008.

Dated: \_\_\_\_\_

Executed at Fayetteville, Arkansas

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CLERK OF SESSION