

**BY-LAWS**  
**FIRST UNITED PRESBYTERIAN CHURCH (U.S.A.),**  
**Fayetteville, Arkansas**  
**August 11, 2013**

**ARTICLE I – PURPOSE AND MISSION:**

**Section 1 – Purpose:** In order to provide for the orderly administration of the ecclesiastical and corporate affairs of this congregation, we, the members of the First United Presbyterian Church, (U.S.A.) of Fayetteville, Arkansas, 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.

**Section 3 – Vision Statement:** Reaching out as a visible expression of God’s grace, we will meet people where they are, inviting all into Christ’s family through engaging worship, fellowship, learning, and service.

**ARTICLE II – NAME AND AFFILIATION:**

**Section 1 – Name:** The First United Presbyterian Church (U.S.A.) of Fayetteville, Arkansas hereinafter referred to as “congregation,” is a member congregation of the Presbytery of Arkansas in the Synod of the Sun of the Presbyterian Church (U.S.A.). The congregation shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)* as it may be amended from time to time. Consistent with that *Constitution*, these bylaws shall provide specific guidance for this congregation. *Roberts Rules of Order (Newly Revised)* shall be used for parliamentary guidance. The congregation 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 congregation 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 congregation, including both ecclesiastical and corporate affairs, is located at 695 E. Calvin Street, Fayetteville, Arkansas 72703.

## **ARTICLE III – 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 those responsibilities of a Board of Directors of a nonprofit, religious corporation articulated in the Nonprofit Corporation Act of the State of Arkansas. The session holds administrative, spiritual and corporate responsibility of this congregation.

**Section 2 - Membership:** The session shall be composed of the pastor or co-pastors, associate pastor(s) and at least twenty-one elders in active service. All members of the session, including the pastor or co-pastors and associate pastors(s) are entitled to vote. The elders shall be divided for elective purposes only into three classes of seven 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. Up to three additional elders between the ages of 15 and 30 may be nominated and elected to one-year terms of service, renewable up to a total of three successive terms.

**Section 3 - Moderator:** The pastor of a congregation shall be the moderator of the session of that congregation. If the congregation employs co-pastors, they shall both be considered co-moderators and have provisions for designating who presides at a particular meeting. If it is impractical for the pastor to moderate, he or she shall invite another teaching elder who is a member of the presbytery or a person authorized by the presbytery to serve as moderator. If there is no installed pastor, or if the installed pastor is unable to invite another moderator, a moderator will be designated in accordance with the provisions established by the Presbytery. (G-3.0104)

### **Section 4 – 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.
- 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.
- C. **Electronic Voting:** A vote may be taken via email or other electronic means as deemed necessary by the moderator, consistent with session's electronic voting policy. The moderator shall distribute the question via electronic media along with a date and time when responses will be tallied.
- D. **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. A quorum for an electronic vote shall be votes by two-thirds of the session.
- E. **Rules of Order:** The meetings of the session shall be conducted pursuant to

*Robert's Rules of Order (Newly Revised). Prior to voting, and at the discretion of the Moderator, processes of discernment aimed at reaching consensus may be employed. (G-3.0105)*

**Section 5 - Trustees:** The trustees shall be three members of the session who shall be elders, nominated by the nominating committee, and elected by the congregation to serve as trustees. The term of a trustee shall be the same as other elders in active service and the trustees shall be divided into classes as are other elders in active service. A quorum is two of the three trustees; the presence of at least two trustees is required for the transaction of any business. The pastor(s), Secretary and Treasurer shall be ex officio, non-voting members.

A. **Powers and Duties:** The trustees, as representatives of the session, shall have the power to receive, hold, encumber, manage, and transfer property, real or personal, for the congregation; 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 congregation, and to conduct other business regarding finance and property as assigned by the session. All actions by the trustees are subject to the authority of the session under the provisions of the Constitution of the Presbyterian Church (U.S.A.), and in buying, selling, and mortgaging real property, or taking other binding financial action, the trustees shall act only after the approval of the congregation granted in a duly constituted meeting.

B. **Property Management:**

**1. Property Held in Trust:** All property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.). Pursuant to the Constitution of the Presbyterian Church (U.S.A.), real property held or acquired by the Corporation, the congregation, or the trustees, will include the following language in the deed:

The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a particular congregation belonging to the Presbytery of Arkansas, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.). The grantee holds the property in trust pursuant to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

**2. Approval Requirements:** When buying, selling, and mortgaging real property, the trustees shall act only after the approval of the congregation granted in a duly constituted meeting upon recommendation of the session. The trustees shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the presbytery transmitted through the session. The Corporation shall not lease its real property used for purposes of worship, or lease

for more than five years any of its other real property, without the written permission of the presbytery transmitted through the session.

**Section 6 – Clerk of Session/Secretary:** The Clerk of Session serves as the recording officer for the session and as Secretary of the Corporation. The Clerk of Session shall be a ruling elder elected annually by the session at the first regular meeting each calendar year. The Clerk of Session may be reelected to subsequent terms, but shall not serve for more than six consecutive years. 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 congregation, are the property of the session, and the Clerk of Session shall be responsible for their preservation. The Clerk of Session shall record the transactions of the council, keep its rolls of membership and attendance including the rolls of all Certified Christian Educators and Certified Associate Christian Educators and all Ruling Elders commissioned to particular pastoral service, preserve its records, and furnish extracts from them when required by another council of the Church. *(G-3.0104)*

**Section 7 – 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, but shall not serve more than six consecutive years. The treasurer shall be treasurer of both the congregation 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 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 the work of any accountant or bookkeeper, and shall report the results to the congregation at its annual meeting. The following minimum standards of financial procedure shall be observed:

- (1) The counting and recording of all offerings by a duly appointed and fidelity bonded 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 four (4) members. The committee shall consist of the treasurer, the congregation accountant, and two reviewers 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 8: Committees and Commissions:** Each year, 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 congregation. 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 congregation while non-standing, or special committees, are formed to address specific tasks and are dissolved upon task completion; normally with 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-3.0109) Specific committees and commissions are described in the congregation's Administrative Manual.

#### **ARTICLE IV – DEACONS:**

There shall be a board of deacons which serves as a ministry under authority of the session. The board will consist of at least twelve individuals, organized in three classes. Classes will serve the board of Deacons for three years, with a new class being elected each year to replace that class whose terms of service are expiring. Up to three additional deacons between the ages of 15 and 30 may be elected for one-year terms of service, renewable up to a total of three terms. This ministry is one of compassion, witness, and service, sharing in the redeeming love of Jesus Christ for the poor, the hungry, the sick, the lost, the friendless, the oppressed, those burdened by unjust policies or structures, or anyone in distress. Persons of spiritual character, honest repute, exemplary lives, brotherly and sisterly love, sincere compassion, and sound judgment should be chosen for this ministry.(G-2.0201) Additionally, the congregation's Nominating Committee may recommend other individuals to be elected, ordained and commissioned as deacons called to fulfill special assignments in the congregation, such as caring for members in need. Commissioned deacons may, but are not required to participate in meetings of the board of deacons, and may serve with or without vote by agreement between the individual and the board of deacons. Commissioned deacons serve for a term of one year with the possibility of renewal for additional one-year terms not to exceed six consecutive years.

#### **ARTICLE V –ELIGIBILITY, ELECTION, AND TRAINING FOR LEADERSHIP**

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

- A. **Corporate Officers:** The officers of the corporation are a President, Vice President, Second Vice President, Secretary and Treasurer. The President, Vice President and Second Vice President shall be elected from the elders serving as trustees.
- B. **Eligibility:** All active members who meet the eligibility requirements as articulated in the Book of Order are eligible for election as an elder, elder-trustee, or deacon, or to a 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 board of deacons shall begin in January following their ordination and installation and shall continue for three years. 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.

## **Section 2 – Election:**

- A. **Election Meeting:** At an election meeting, held in July or August, the nominating committee shall present nominees for positions on the session and board of deacons. 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 deacons 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 to be elected, the congregation shall vote by secret ballot. A majority of all the voters present and voting shall be required to elect.
- 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 elders and deacons in the period between their election and their ordination and/or installation.

**Section 4 – Ordination and Installation:** Elders and deacons shall assume the office to which they are elected on the first day of January following their ordination and/or installation, and shall serve until successors assume the duties of their office.

## **ARTICLE VI – NOMINATING COMMITTEE:**

**Section 1 - Composition:** A nominating committee, representative of the congregation as defined by the Book of Order, shall be elected at the annual meeting to serve until the close of the following annual meeting.

- A. **Term:** A member of the nominating committee shall not serve more than two consecutive years.
- B. **Ex-Officio Members:** The pastor(s) or co-pastor(s) shall serve as (an) ex officio non-voting member(s).
- C. **Board of Deacons Representation:** At least one member of this committee shall be designated by and from the board of deacons.

- D. **Session Representation:** 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.
- E. **At-Large Representation:** Six at-large members, not in active service on the session or the board of deacons, shall be nominated by the nominating committee.
- F. **Open Nominations:** Nominations may also be made from the floor.
- G. **Elections:** Election shall be by secret ballot when there are more nominees than positions.

**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, elder-trustee, board of deacons, commissioned deacon, and at-large members of the subsequent nominating committee. The nominating committee shall also provide nominations for appointment by session to such other positions as the session deems necessary. 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 congregationally elected positions (elders, elder-trustee, board deacons, commissioned deacons, and nominating committee members) along with the required two-week notice for congregational meetings at which the election is to be conducted.
- B. **Election Meeting:** The nominating committee shall nominate one person for each vacancy on the session and board of deacons. It shall nominate commissioned deacons as the session and board of deacons shall determine need. Additional nominations of qualified persons may be made from the floor by any active member.
- C. **Annual Meeting:** The nominating committee shall present nominations for the at-large positions on the subsequent nominating committee.
- D. **Session Appointments:** Prior to the January stated session meeting, the nominating committee shall propose requested nominations for appointment to positions on commissions and committees organized by the session.
- 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 to be nominated and to serve, if elected.

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

**Section 1 – Categories of Membership:** The congregation includes baptized, active and affiliate members. (G-1.04)

**Section 2 – Voting Members:** All active members present at a congregational meeting are entitled to vote on all matters both ecclesiastical and corporate as defined in the current Book of Order. (G-1.0402)

**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 or February, 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 and recommendation by the session, electing the nominating committee, considering amendments to the by-laws, and transacting other business as is appropriate. (G-1.050)
- B. **Election Meeting:** The election meeting shall be held annually in July or August for the purpose of electing new elders and deacons.
- C. **Special 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 active members of the congregation. Special meetings may be called for the conduct of any business as may be proper pursuant to the Book of Order for congregational consideration. The call for any special meeting shall clearly state the purpose(s) and no matters other than those specified in the call shall be considered at that time.
- E. **Change of Date:** The date(s) set for any 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 meeting must be held within four weeks.
- F. **Date and Place:** The session shall designate the date and place for each meeting.
- 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 congregation bulletin on the two successive Sundays immediately preceding the meeting (a minimum of two weeks' notice). (G-1.0502) At least two weeks prior to any



congregational meeting the Clerk of Session shall ensure that an email notice is sent to all members on the congregation email registry.

- H. **Moderator and Secretary:** All ecclesiastical matters of the congregation shall be moderated by the pastor(s) or the co-pastor(s) or, if the pulpit is vacant, by a teaching elder appointed by the Presbytery of Arkansas. The President of the Corporation shall moderate specific sections of a meeting that regard explicit business of the Corporation. 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.
- I. **Quorum:** A quorum for congregational meetings shall be ten percent of the active membership who shall be present and eligible to vote.
- J. **Rules of Order:** Meetings of the congregation shall be conducted in accordance with the most recent edition of *Robert's Rules of Order (Newly Revised)*.
- 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.
- L. **Prayer:** All meetings of the congregation and all meetings of its elected and appointed working organizations shall be opened and closed with prayer. (G-3.0105)

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

It is the policy of this church that disputes between members or between a member and the congregation 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:**

Each member of the session, elder-trustee, officer, and employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the individual may be made a party by reason of being or having served on session or as an officer or employee of the Corporation (whether or not he or she continues to be a session member, officer, or employee at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any session member, officer or employee may be entitled as a matter of law.

## **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:**

The bylaws must be adopted and may be amended or repealed by a 2/3 majority of the active members of the Corporation present at a meeting duly called for that purpose, but must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).<sup>1</sup>

## **ARTICLE XII – FISCAL YEAR:**

The fiscal year of the Corporation shall be the calendar year.

## **ARTICLE XIII: DISSOLUTION/DISMISSAL:**

If the congregation is formally dissolved or dismissed by the presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all property, both real and personal, that the Corporation owns shall be vested in and be the property of the Presbytery of Arkansas in the Synod of the Sun of the Presbyterian Church (U.S.A.) of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.), an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, the property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as the presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the presbytery may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.).

## **ARTICLE XIV - 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; January 27, 2008; August 9, 2009; August 11, 2013; and amended on February 16, 2014 and February 19, 2017), shall be enacted immediately following their adoption by the congregation at its meeting on August 11, 2013. However, each of the current trustees will complete his or her elected term, and then will be replaced by an elder elected as a trustee

serving on the session on a staggered schedule that will commence in 2013 and be completed within three years. <sup>1</sup>

Reference numbers given in these by-laws are from the Constitution of the Presbyterian Church (U.S.A.), Part II, Book of Order 2011/13.

### **CERTIFICATION OF CLERK**

I, THE UNDERSIGNED, CERTIFY THAT I AM THE CURRENTLY ELECTED AND ACTING Clerk of Session of First United Presbyterian Church (USA) of Fayetteville, Arkansas, an Arkansas non-profit corporation, and the above by-laws, consisting of 11 pages, are the by-laws of this congregation as adopted at a meeting of the congregation held on August 11, 2013, and amended at the annual meetings of the congregation held on February 16, 2014 and February 19, 2017.

Dated: 2-19-17  
Executed at Fayetteville, Arkansas

  
CLERK OF SESSION

  
PRESIDENT OF CORPORATION

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<sup>1</sup>Amended at the Annual Meetings of the Congregation on February 16, 2014 and February 19, 2017.