

# **SUNNYVALE PRESBYTERIAN CHURCH**

## **BYLAWS**

(Revised September 15, 2019)

**The Presbyterian Church of Sunnyvale, also known as Sunnyvale Presbyterian Church,** was organized October 28, 1956. This church has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world. Since the first bylaws were adopted by the congregation, revisions have been made as the need occurred. The latest revisions were approved by the congregation at its September 15, 2019 meeting.

### **PREAMBLE**

Presbyterian Church of Sunnyvale, also known as Sunnyvale Presbyterian Church, is a member church of the Presbytery of San Jose in the Synod of the Pacific of the Presbyterian Church (U.S.A.). 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. Roberts Rules of Order (Newly Revised) shall be used for parliamentary guidance.

Presbyterian Church of Sunnyvale is also a non-profit religious corporation organized and existing under and by virtue of the Non-Profit Religious Corporation Law in the Corporation Code of the State of California. These bylaws shall govern the ecclesiastical body and the corporate body.

### **ARTICLE I**

1. Name: Both as “congregation” and “corporation,” this church shall be identified by the name: The Presbyterian Church of Sunnyvale.
2. Principal Office: The Principal office for the transaction of the business of the congregation and the corporation shall be the church edifice in or near the City of Sunnyvale, State of California.
3. Fiscal Year: The fiscal year shall be from April 1 to March 31.

### **ARTICLE II**

#### **THE CHURCH SESSION**

1. The spiritual and temporal affairs, government and discipline of the church shall be controlled and directed by a session, consisting of the pastor, associate pastor(s), and no fewer than eighteen elders.
2. The elders are ordinarily divided into three classes of approximately equal numbers. They shall be elected by the congregation for terms of three years unless otherwise specified. Those who may be elected to fill vacancies in other classes existing from any cause shall be elected to the unexpired terms of such vacancy.
3. If any active elder declines to act, resigns, or dies, or having been a member of this church, ceases to be such or moves out of the area, the vacancy may be filled by the congregation at its next regular meeting, or special meeting called for that purpose.
4. The office of elder is a perpetual one, hence, elders once ordained shall not be divested of the office when they are not re-elected, and shall be entitled to represent the church in the governing bodies when elected by the session or the Presbytery.
5. The session shall have responsibility for governing the congregation and guiding its witness to the sovereign activity of God in the world, so that the congregation is and becomes a community of faith, hope, love, and witness. The session has responsibility and power to provide that the Word of God may be truly preached and heard, provide that the Sacraments may be rightly administered and received, and to nurture the covenant community of disciples of Christ. (G-3.0201)
6. The session shall prepare and adopt a budget, and determine the distribution of the congregation's benevolences. It shall authorize offerings for Christian purposes and shall account for the proceeds of such offerings and their disbursement. It shall provide full information to the congregation concerning its decisions in such matters. (G- 3.0205)
7. The session shall have charge of the care and improvement of the church property. The session shall provide for the employment and direction of the non-ordained staff of the church. Oversight of the activities of the ordained staff shall, ordinarily, be under the purview of the Head of Staff.
8. The session annually shall elect a clerk and a church treasurer who may or may not be active members of the session.
9. The session shall ordinarily hold at least one stated meeting each month. A quorum shall consist of one-third of the members. Session may set a lower quorum for a meeting to examine new members. The time and place of all stated meetings shall be prescribed by resolution of the session. Notice of stated meetings need not be given.
10. The session members shall be given notice as soon as practicable of special meetings. This notice shall be waived in case of emergency by consent in advance of at least one-half of the members of the session. Only that business included in the call to the meeting may be transacted

in a special meeting. **The session may vote on and approve a time-sensitive matter by email. If six or more elders vote against the matter, it may not be approved by an email vote.**

11. The session shall have power to make and to amend such policies and regulations, not in conflict with these bylaws, as may from time to time be deemed necessary to enable it to perform efficiently the duties for which it is responsible. Said policies and regulations may be adopted, amended, or rescinded at any stated meeting of the session by a two-thirds vote of those present.

12. The session shall from time to time constitute committees with such duties and members as will adequately provide for the cooperative conduct of the work of the church. The moderator of the session shall appoint the session committee chairpersons, and in consultation with individual elders, assign Elders to committees.

### **ARTICLE III**

#### **CORPORATE FUNCTIONS OF THE SESSION**

1. The corporate affairs of the church shall be controlled and directed by the session, which shall elect a five-person committee from its members to serve as the Board of Directors.
2. This committee shall be known as the corporate committee for the purposes of the Non-Profit Religious Corporation Law and for the purposes of the Constitution of the Presbyterian Church (U.S.A.).
3. The committee shall exercise all corporate powers and discharge all corporate duties permitted by law.
4. The committee shall elect a president and a secretary from among its members.
5. The president shall convene and ordinarily preside at all meetings of the committee and shall see that all orders and resolutions of the session are carried out as determined by law. The president, with the secretary, shall sign and execute all contracts and agreements authorized by session.
6. The president shall be deemed to be the chairperson of the corporation for purposes of the California Non-Profit Religious Corporation Law.
7. The secretary shall attend all meetings of the corporation and shall record the proceedings of such meetings and shall, with the president, sign and execute all contracts and agreements authorized by the session.

8. The secretary shall keep the seal of the corporation and shall cause it to be affixed to any instrument requiring it.
9. The secretary shall attend to the giving and serving of all notices of the corporation required by law.
10. The secretary shall attend to such correspondence as may be assigned and perform all other duties incidental to the office or prescribed by the session or by law.
11. The secretary shall be deemed to be the secretary of the corporation for purposes of the California Non-Profit Religious Corporation Law.
12. The church comptroller shall have custody of the funds of the church and shall keep a full and accurate account of receipts and disbursements and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the session.
13. The church comptroller shall have other such powers and duties as prescribed by the session or by law.
14. The church comptroller shall be deemed to be the chief financial officer of the corporation for the purposes of the California Non-Profit Religious Corporation Law.
15. The term of office for the members of the corporate committee will commence on January 1 or immediately following their installation, after they have been voted into office by session. The church comptroller is a permanent, ex-officio member of the corporate committee.
16. Such members shall serve for a term of one year and may be re-elected for successive years, provided, however, such membership shall terminate when a member ceases to be a member of session.
17. The corporate committee, subject to the authority of and direction of the session, shall have power to sell or dispose of property, either real or personal, which said corporation may from time to time own, and shall have power to acquire other property, provided, however, that said corporate committee shall not sell, mortgage, or lease real estate except when specifically authorized to do so by the vote of at least a majority of the members present at a meeting of the corporation called for that purpose and with permission of Presbytery under Form of Government as defined in the Constitution of the Presbyterian Church (U.S.A.) Book of Order. The corporate committee shall report to the congregation at least annually.

#### **ARTICLE IV**

#### **THE DEACONS**

1. The congregation shall have a board of deacons. Members of this board are elected by the congregation.
2. The board of deacons shall be elected by the congregation for terms of three years.. The deacons are ordinarily divided into classes of approximately equal numbers. The size of the board of deacons shall be no fewer than ten. Those who shall be elected to fill vacancies in other classes existing from any cause may be elected to complete the unexpired terms.
3. If any active deacon declines to act, resigns, or dies, or having been a member of this church, ceases to be such or moves out of the area, the vacancy may be filled by the congregation at the regular meeting or at a special meeting called for that purpose.
4. The office of deacon is a perpetual one; hence, a deacon, once ordained shall not be divested of the office when not re-elected to active service on the board of deacons.
5. The ministry of deacons may be construed broadly to caring for needs within our world or our local community. However, traditionally, the deacons of Sunnyvale Presbyterian Church have cared for those within our own congregation. Special attention is paid to those who are unable to join us in worship on a regular basis.
6. A pastor of the church shall be an advisory member of the board of deacons. This pastor or an elected moderator of the board of deacons shall preside.
7. The board of deacons shall ordinarily meet no less than quarterly. Special meetings may be held as agreed.

## **ARTICLE V**

### **ANNUAL REPORT**

All organizations, societies, and bodies in the church shall present annual written reports to the congregation. Reports shall be delivered to the church Office no less than three weeks prior to the annual meeting. The annual meeting is ordinarily held within one month of the end of the fiscal year. The meeting may include reports from the clerk of session, the pastor, and the president of the corporate committee Board. Reports shall be published and made available to the congregation.

## **ARTICLE VI**

### **STATED CONGREGATIONAL MEETING**

1. There shall be one unified stated meeting of the congregation and of the corporation each year, which shall be called “the annual meeting.”. Terms of Call of the pastors shall be reviewed at this meeting. Two weeks notice and the agenda of said meeting shall be provided. Opportunity shall be given for business from the floor at said meeting.

2. At the annual meeting, matters relating to the pastoral relationship, such as salary changes, when presented by the session, shall be considered for approval.

3. The moderator of the session or a designated moderator pro tem shall preside over the meeting.

4. The clerk of session is responsible for preparing the minutes of the meeting. The minutes shall be reviewed and approved by the session at its next stated meeting and made available to the congregation.

## **ARTICLE VII**

### **SPECIAL MEETINGS**

1. Special meetings of the congregation may be called by the session, and of the corporation by the corporate committee, when directed by the session or the Presbytery, by two weeks notice. At such meetings no business shall be transacted except as is named in the call.

2. The moderator of the session or a designated moderator pro tem shall preside over the meetings.

3. The clerk of session is responsible for preparing minutes of the meetings, which shall be reviewed and approved by the session at its next stated meeting and made available to the congregation.

4. One meeting of the congregation shall be called annually for the purpose of electing the members to session, board of deacons and congregational members-at-large on the nominating committee to fill the places of those whose terms expire that year and any unexpired vacancies.

## **ARTICLE VIII**

### **REPRESENTATION**

1. All active members of this church shall be entitled to vote at all stated and special meetings of the congregation and corporation.

2. A quorum shall consist of one-tenth of the active members.

## **ARTICLE IX**

### **THE NOMINATING COMMITTEE**

1. The nominating committee shall be made up of active members from official Boards, church organizations, and members-at-large, chosen annually.

A. The session shall elect one of its members to the committee to serve as chairperson and shall appoint a second elder (who does not need to be active) to serve on the committee. The board of deacons shall elect one of its members to the committee. No other member of the session or board of deacons shall serve on the committee.

B. Two members from the congregation shall be elected to the committee at a called congregational meeting for a term of one year beginning on January 1.

C. The members of the committee shall reflect the full diversity of the church's membership, in accordance with G-3.0103 of the Book of Order.

D. No two members of the same immediate family may serve on the committee.

2. The committee, acting with the pastors of the church in an advisory capacity, shall select nominees for vacancies and shall ordinarily publish their recommendations no later than two weeks prior to the congregational meeting at which such vacancies are to be filled. Nominations may also be made from the floor.

## **ARTICLE X**

### **ROTATION IN OFFICE**

No elder or deacon shall be elected for a term of more than three years, nor shall an elder or deacon serve for consecutive terms, either full or partial, aggregating more than six years. An elder or deacon having served a total of six years shall be ineligible for reelection to the same board for a period of at least one year. **ARTICLE XI**

Amendments to the bylaws may be made at any annual or special meeting of the congregation by a majority vote of those present, provided that with the notice of such meeting the proposed amendment shall be published.

## **ARTICLE XII**

### **PUBLICATION OF BYLAWS**

A copy of these bylaws shall be given to each newly elected church officer and made available to each member of the congregation.