

# **EL REDENTOR PRESBYTERIAN CHURCH OF CENTRAL FLORIDA, INC. BYLAWS**

## **ARTICLE I: NAME**

Section 1. The name by which this nonprofit religious organization shall be known in law shall be "El Redentor Presbyterian Church of Central Florida, Inc.," referred to herein as the "church," "congregation," or "corporation."

## **ARTICLE II: STATEMENT OF PURPOSE**

Section 1. El Redentor Presbyterian Church of Central Florida, Inc. has been called by God and organized by Central Florida Presbytery 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 (*Book of Order*, F-1.01; G-1.0101).

Section 2. The foregoing articles are the corporate Bylaws of the church's corporation to be used as guidelines to conduct the business of the corporation as called for in Article VIII of the Articles of Incorporation under the corporate number N31913, dated April 18, 1989, in consultation with Presbytery (G-1.0201).

## **ARTICLE III: RELATION TO THE PRESBYTERIAN CHURCH (USA)**

Section 1. El Redentor Presbyterian Church of Central Florida, Inc. is a member church of the Presbytery of Central Florida (G-3.0301), which in turn is a constituent of the Synod of South Atlantic (G-3.0401) and the General Assembly (G-3.0501) of the Presbyterian Church (USA).

## **ARTICLE IV: OFFICES AND RESIDENT AGENT**

Section 1. The principal office of the corporation shall be at 6971 Red Bug Lake Road, Oviedo, Florida 32765.

Section 2. The Board of Trustees of the corporation may designate a registered agent for service of process on the corporation. The initial registered agent for service of process in the state of incorporation of the corporation shall be set forth in its Articles of Incorporation. Each registered agent and each successor or registered agent appointed pursuant to this Section 2 shall file a statement in writing with the Department of State of the State of Florida or state official of any other state accepting the appointment as registered agent simultaneously with being designated, unless such agent signed the document making the appointment.

## **ARTICLE V: GOVERNANCE OF THE CHURCH**

Section 1. This church shall be governed in accordance with the *Constitution of the Presbyterian Church (USA)*. The church being a particular congregation of the Presbyterian Church (USA) recognizes that the provisions of the *Constitution of the Presbyterian Church (USA)* are obligatory upon it and its members (G-1.0103; G-1.02). Consistent with that Constitution (F-3.04), these Bylaws shall provide amplification and internal guidance for this church. The Bylaws are intended to conform with the requirements of the *Book of Confessions* and *Book of Order* (latest editions) of the Presbyterian Church (USA), and wherever there may be conflict, or apparent conflict between them, the stipulations in the *Book of Confessions* and *Book of Order* shall prevail (G-1.0103).

Section 2. *Robert's Rules of Order Newly Revised (RONR)* shall be used for parliamentary guidance, except in those cases where the *Constitution of the Presbyterian Church (USA)* provides otherwise – with the underlying principle that though the minority shall be heard and absentees protected, the majority will decide in an atmosphere conducive to maintaining decorum (G-3.0105).

Section 3. Like the *Book of Order*, the explicit wording in the Bylaws is intentional: “Shall,” “will,” or “is to be” signifies a practice that is mandated; “should” means it is strongly recommended but optional; “ordinarily” suggests it is commended as suitable or appropriate; and “may” denotes it is permissible but not required.

Section 4. Although a Spanish translation may be available, the English text shall be the official version of these Bylaws.

## **ARTICLE VI: INCORPORATION**

Section 1. In accordance with the laws of the State of Florida, the congregation shall cause a corporation to be formed (G-4.01). Consistent with the laws of this State, both ecclesiastical and corporate business may be conducted at the same meeting of the congregation (G-1.0503). Unless the congregation shall expressly specify otherwise, ecclesiastical action taken at a meeting of the congregation shall be deemed to be an action of the corporation, and vice versa.

## **ARTICLE VII: MEMBERSHIP**

Section 1. The members of the church shall be communicant members in good standing as defined by the usages and rules of the Presbyterian Church (USA). The members of the corporation shall be composed of the members on the active roll of the El Redentor Presbyterian Church of Central Florida, Inc. (G-1.03–1.04). Qualification, admission, discipline, termination, and all other terms and conditions of membership shall be the same as those for active membership in the church, as they now are, or hereafter exist in accordance with the *Constitution of the Presbyterian Church (USA)* and the Articles of Incorporation of El Redentor Presbyterian Church of Central Florida, Inc.

Section 2. The membership of the church shall include baptized members, active members, and affiliate members (G-1.04). Each category of members shall have the status, rights, and obligations specified in the *Book of Order* (G-3.0204a). Nonetheless, the corporation consists of all active members of the church in good standing. Persons shall be received, classified, reclassified, transferred, and deleted from the rolls of the church as members, in accordance to the *Book of Order*.

Section 3. An affiliate member may participate in the life of the congregation in the same manner as an active member, except that an affiliate member may not vote in congregational meetings or be elected to ordered ministry or other office in the congregation (G-1.0403).

## **ARTICLE VIII: MEETINGS, OFFICERS, AND COMMITTEES**

Section 1. Annual Meeting of the Congregation. Proper business at any congregational meeting shall be limited to the specific matters found in the *Book of Order* at G-1.0503. Ordinarily, the annual meeting will be held during the first quarter of the church’s fiscal year, at such date and hour as determined by the Session, for the transaction of any business properly coming before such meeting, if not presented earlier at an appropriately timed meeting (G-1.05): (a) Annual reports from organizations and/or the Session (information only); (b) Financial report for the preceding year (information only); (c) Budget for the coming year (information only); (d) Matters related to the buying, mortgaging, or selling real property; (e) Review of adequate compensation and changes in the Terms of Call for the pastor/s (G-2.0804); (f) Nominating Committee’s report for electing church officers as ruling elders, deacons, and trustees; and/or (g) Electing members-at-large to serve on the Nominating Committee.

Section 2. Special Meetings of the Congregation. Special meetings may be called by the Session, the Presbytery, or when requested in writing by one fourth of the active members on the roll of the congregation in conformity with the limitations found in G-1.0503. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call (G-1.0501).

Section 3. Special Rules of Order for Meetings. Parliamentary rules of order provide fair and orderly procedures for deliberation and debate in constructive and democratic meetings, in order to place the whole membership on the same footing and speaking the same language. They are to help (not hinder) the business of the assembly, and under no circumstances shall "undue strictness" be allowed to intimidate members or limit full participation:

- (1) All meetings shall be opened and closed with prayer (G-3.0105).
- (2) Speakers at meetings must be recognized by the presiding moderator before speaking and shall give their names and (if pertinent) committee or ministry involvement.
- (3) Speeches on debatable matters shall be limited to 3 minutes per speaker, unless extended by action of the congregation by two-thirds (2/3) vote.
- (4) Members shall not speak a second time on the same question or issue until everyone wishing to speak for the first time has had that opportunity.
- (5) Although silence may mean consent, one should not speak if someone else has already expressed what are essentially one's own ideas.
- (6) Visitors may be accorded the opportunity to speak during the meeting, when the congregation so desires; however, this does not include the right to vote or to make motions.
- (7) Any lengthy motions, amendments to a recommendation, or new business proposals should be expressed in writing and handed to the Clerk of Session, preferably before or at the beginning of a meeting.
- (8) All remarks must be directed to the moderator; comments shall be courteous in language and deportment (avoiding all personalities and never alluding to others by name or to motives); and matters of debate and decorum shall follow the latest edition of *Robert's Rule of Order Newly Revised (RONR)*, except in those cases where the *Book of Order* provides otherwise. All affairs are to be handled "decently and in order" (1 Corinthians 14:40).

Section 4. Notice of Congregational Meetings. Adequate public notice of all congregational meetings shall be given, including notice given at regular services of worship prior to the meeting (G-1.0502). Public notice of the meeting shall be given in written or verbal form on at least two successive Sundays prior to the meeting. The meeting may be convened following the notice given on the second Sunday or the week during which the meeting is to be held. In addition, the notice may be included in computerized phone or electronic communication to the congregation. However, when a special meeting is called for the sole purpose of electing a pastor, the notice shall be given in written and verbal form at least ten days in advance, which shall include two successive Sundays, and the congregation shall seek Presbytery's approval and elect a pastor by secret ballot, with the Pastor Nominating Committee (PNC) working closely with Presbytery to present one nominee to the congregation for its vote (G-2.08 – G-2.09).

Section 5. Moderator of Congregational Meetings. As moderator of the Session, the installed pastor shall ordinarily moderate all the congregational meetings. If there are co-pastors, they shall alternately preside at meetings. When the church is without an installed pastor, the moderator appointed by the Presbytery shall preside. If it is impractical for the pastor or the moderator of the Session appointed by the Presbytery to preside, he or she shall invite another 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 the installed pastor is unable to moderate and/or to name another moderator, the Presbytery shall make provision for a moderator (G-1.0504). It is in order for the pastor to moderate when the congregation reviews, discusses, and votes on the pastoral compensation salary of the Terms of Call. Similarly, it is in order for the pastor, even as a nonmember of the corporation, to moderate the meeting when corporate matters appear on the agenda. (There is no rule that states that the presiding officer on these or other matters must be selected only from within the membership.) The teaching elder as a member of the Presbytery (not the congregation) shall not vote in the meeting of the congregation. When there is a tie vote, the presiding moderator shall put the question a second time. If there is a tie vote again, the motion is lost.

Section 6. Secretary of Congregational Meetings. The Clerk of Session shall serve as secretary. If the Clerk is not present or unable to serve, the congregation shall elect a secretary (G-1.0505).

Section 7. Minutes of the Congregational Meeting. The minutes of the meeting recorded by the secretary shall be attested by the secretary and recorded in the permanent Minute Book of Session (G-1.0505). It should then be approved by the Session at its next scheduled meeting, and may be posted electronically, on a bulletin board, or some other means. All minutes of the Congregation, the Session, the Board of Trustees, and Board of Deacons are the property of Session, and the Clerk of Session shall have custody thereof and be responsible therefore (G-3.0104; G-3.0107; G-3.0204).

Section 8. Voting and Quorum for the Congregational Meeting. The quorum of a meeting of the congregation shall be the moderator, the secretary, and not less than one tenth of the active members of the congregation, but no fewer than three. Consistent with the laws of the State of Florida, a quorum shall be one tenth of the active members on corporate matters. The Secretary shall determine that a quorum is present. As required by the laws of the State of Florida, only active members over the age of 18 shall be eligible to vote on questions dealing with property and matters that are strictly the business of the corporation. Otherwise, all active members of the church are eligible to vote at all annual and special meetings of the church (G-1.0501). Voting by proxy (i.e., authorizing one person to vote for another), cumulative voting, or absentee ballot is not allowed. A “majority of the members present and voting” means more than half the votes cast. When determining the outcome of a vote, the concern is only with votes cast, not the number of people present – since no member is required to vote and cannot be denied the right to maintain a neutral position by abstaining. Thus, the number of votes cast may not match the number of those eligible to vote, as some members may decide not to vote.

Section 9. Nominating Committee. If a Nominating Committee does its job well, the membership will enjoy some basic assurance that the candidates nominated have at least expressed interest in the positions, have agreed to serve, and are qualified for the offices for which they have been nominated. Maturity, experience, leadership skills, ability to work with others, good judgment, active membership/commitment to the church, attitude toward service, and personal dependability are important qualities for candidates. The primary duty of the Nominating Committee is to find the best candidates for each office and ask permission to nominate them for the position. The congregation shall form a standing Nominating Committee in the following manner (G-2.0401):

- (1) There shall be at least three active members of the congregation in the Nominating Committee, who are respected, impartial, ethical, knowledgeable of the congregation, and representative (as humanly possible) of its rich diversity, in terms of age, gender, racial ethnicity, disability, and/or theologies (F-1.0403).
- (2) One of the members shall be a ruling elder designated by the Session, who is currently serving on the Session.
- (3) The other two of the members-at-large (or a majority thereof) are not persons currently serving on the Session (but may include a deacon). They shall be nominated by the Session and elected at the annual or a special meeting of the congregation.
- (4) Members of the Nominating Committee shall not be of the same family; similarly, if a relative of a member of the Nominating Committee is being considered for a position, that member shall recuse self from that deliberation and selection process.
- (5) The members of the Nominating Committee ordinarily should not seek to serve as a church officer; however, on every occasion they may be nominated from the floor and elected directly by the congregation.
- (6) Members of the Nominating Committee may be elected annually and consecutively without term limitations, shall be selected in time for the Committee to be activated by the end of the annual or special meeting, and may appoint their own moderator.
- (7) The pastor shall be a member ex-officio and without vote. The pastor shall be involved or present at least for the Nominating Committee’s annual orientation meeting and for the meeting to consider and select the slate of nominees and alternates.
- (8) An extract of all bylaws and other adopted written rules should be provided to the Nominating Committee as it relates to its work – including the other procedural details and standing rules as outlined and updated in the administrative manual for the church’s Nominating Committee.
- (9) The Nominating Committee shall meet in person (as soon as elected and thereafter) and shall avoid email or other correspondence to specifically discuss potential candidates, identify the best candidates, and determine their willingness or fitness to serve in certain positions. Committee discussions are left in the meeting room and shall not be repeated outside of the committee meeting.

(10) There is no requirement that incumbents must be nominated; the Nominating Committee's obligation is to nominate people who are best suited to serve the congregation. The ordination of incumbents as ruling elders or deacons is ordinarily for life, and they continue to bear the responsibilities of the ministry to which they have been ordained, even when not in active service on a council or board – except for the renunciation of jurisdiction of the Presbyterian Church (USA) or a Rules of Discipline censure (G-2.0404 – G-2.0407; D-12.0100).

(11) After consulting with the pastor and establishing a quorum of a majority (more than half), all final decisions, selections, or recommendations by the Nominating Committee shall be made by the majority vote of its members present and voting. Members of the Nominating Committee shall not act independent of the Committee. They shall work together in choosing candidates on the basis of what is good for all the church and not on the basis that an office is a reward to be given to a deserving member or a favorite friend.

(12) The Nominating Committee shall make arrangements for the initial interviews with all candidates or alternates without regard to popularity, politics, or propaganda.

(13) No person ordinarily should serve concurrently on the Session, the Board of Deacons, and/or the Board of Trustees.

(14) Family members (by blood or marriage) shall not serve jointly in the same council, board, or body.

(15) The meetings and deliberations of the Nominating Committee, for privacy reasons, shall be strictly confidential and closed doors in executive session. At its discretion, it may request information, invite suggestions, or seek advice from others (including current or past leadership), but it is not bound or limited by them and shall not reveal the status of names to them. It shall avoid premature announcements or publication of its working list.

(16) The Nominating Committee is an independent standing committee of the congregation (not the Session) and does not report to the Session (although it may consult with the Session as stated above), but it exclusively presents to the congregation the nominations for each elective office to be filled at the meeting called for the purpose of election. The Committee's report shall not be disclosed or circulated until it is officially presented (or perhaps shortly in advance of the election meeting), since circumstances may change, and so may the final recommendations.

(17) The Nominating Committee shall bring to the congregation a slate of nominees only for the exact number of positions or vacancies to be filled (avoiding a contest of "winners" vs. "losers").

(18) The question is never on the adoption of a Nominating Committee's report, but it is always on the election of the officers. The Nominating Committee does not elect; it only recommends a careful slate of candidates without infringing upon the members' inalienable right to nominate from the floor and choose their own officers (F-3.0106 and G-2.0102).

(19) Unless the congregation decides otherwise, nominees may be asked by the presiding moderator to leave the room during the nominations, when the vote is taken, or when the vote is counted.

(20) When elections are held, full participation shall always be given to the congregation for open nominations from the floor of the meeting by any active member of the church – provided that the nominee is present and has agreed to serve. There is no need to second nominations. Self-nominations (or volunteering) are allowed.

(21) Unless the presiding moderator appoints a Tellers' Committee (usually at the beginning of the meeting or before voting), the Nominating Committee may serve as the Tellers (except for the election of the Nominating Committee). A nominee for office shall not serve as Teller.

(22) If there are no nominations from the floor, the slate of unopposed candidates shall be elected by voice vote (or a rising vote by show of hands) by members present and voting.

(23) When the number of nominees is greater than the number to be elected, the congregation should vote by secret ballot.

(24) A majority of all active members present and voting shall be required to elect.

(25) Ruling elders, deacons, and trustees are men and women elected by the congregation from among its members (G-2.0401).

(26) When nominees have been elected as trustees and/or to the ordered ministries of ruling elder and deacon, the Session shall provide a period of study, preparation, and examination, as determined by the Session (G-2.0402), and, only if approved, shall appoint a day for the service of Ordination and/or Installation for ruling elders and deacons (and Commissioning for trustees), as prescribed in the *Book of Order*. If not approved by the Session, the position(s) shall remain vacant, until the Nominating Committee reconvenes and the Session calls for another congregational meeting.

(27) The term of a ruling elder, deacon, and trustee in active service shall be for a certain length of time or until a successor is chosen and assumes office. (The term ordinarily expires when his/her successor has been installed or commissioned.)

Section 10. Vacancies. Vacancies on the Session, the Board of Deacons, and/or the Board of Trustees shall be referred to the Nominating Committee for its recommendations. By majority vote, the positions shall be filled at a special congregational meeting or at the annual congregational meeting, as the Session may determine. When a vacancy occurs with less than six months remaining in the term, the Session may decide to leave the position vacant until the next regularly scheduled election.

Section 11. Ruling Elders. The duties, rights, and perquisites of a ruling elder are those as specified in the *Book of Order* (G-2.0102; G-2.0301; G-4.0102). A ruling elder in active service is an ordained presbyter of the Session (F-3.0202; F-3.0207). The congregation shall elect by majority vote at least three ruling elders to serve terms of no more than three years on the Session. Election shall be to classes as nearly equal in number as possible, with the term of only one class ending each year. (If there is a youth ruling elder, it may be for a one-year tenure. The youth ruling elder, under 25, may be in addition to the class of ruling elders elected for the year.) The election shall be at the annual meeting or at a special meeting of the congregation called by the Session for that purpose. No ruling elder shall serve for consecutive terms, either full or partial, aggregating more than six years. A ruling elder having served a total of six years shall be ineligible for reelection to the Session for a period of at least one year (G-2.0404).

Section 12. Deacons. The duties, rights, and perquisites are those specified in the *Book of Order* (G-2.0102; G-2.02; G-2.0404). A deacon is elected by the congregation and ordained as such by the Session (F-3.0207). The congregation shall elect by majority vote a certain number of deacons to serve terms of no more than three years on the Board of Deacons (a ministry of compassion, justice, witness, service, and other delegated duties, including assisting with the Lord's Supper [W-3.3616d]). The number of deacons on its Board may be increased or decreased by resolution of the Nominating Committee, subject to the approval of the congregation, but in no event shall the number be reduced below three. Election shall be to classes as nearly equal in number as possible, with the term of only one class ending each year. (If there is a youth deacon, it may be for a one-year tenure. The youth deacon, under 25, may be in addition to the class of deacons elected for the year.) The election shall be at the annual meeting or at a special meeting of the congregation called by the Session for that purpose. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the Board for a period of at least one year (G-2.0404). The Board of Deacons may elect a moderator and/or a secretary from among its members and may form such committees and/or teams as necessary to carry out its work. The pastor shall be an advisory member of the Board of Deacons. A quorum for the Board of Deacons shall be one-third of the members, but no fewer than three. Deacons may be individually commissioned or organized as a Board of Deacons. In either case, their ministry is under the supervision and authority of the Session. The congregation by a majority vote may choose not to utilize deacons, but their functions shall be then the responsibility of the ruling elders and the Session (G-2.0202).

Section 13. The Session. The Session is the governing council for the congregation. Except as to the matters reserved to the Congregation and to the Pastor(s) by the *Book of Order*, the mission, government, worship, and discipline of the church – both ecclesiastical and corporate – shall be directed by the Session. The Session shall have the responsibility and authority as described in the *Book of Order*. It shall be composed of those persons elected by the congregation to active service as ruling elders, together with all installed pastors and associate pastors. All members of the Session are entitled to vote, including the pastor/s (G-3.0201). The Session shall not meet without the pastor, except as provided in the *Book of Order*. The Session shall hold regular meetings on such schedule as shall be convenient to it, but shall meet at least quarterly. Special meetings may be called by the pastor and shall be called by the pastor upon written request of any two ruling elders in active service or when directed to do so by the Presbytery. The Session may make its own rules regarding reasonable notice of special meetings (G-3.0203).

Section 14. Pastor/s. As an ordained presbyter (F-3.0202; F-3.0207), the installed pastor shall be a teaching elder (also called minister of the Word and Sacrament), duly ordained by a Presbytery of the Presbyterian Church (USA), and a member of the Presbytery. The pastor shall be called, and the terms and conditions of the call shall be established. The relationship between the pastor and the church may be dissolved in the manner prescribed by the *Book of Order*. The duties of the pastor and his/her rights and perquisites shall be as stated in the *Book of Order*. The pastor shall be moderator of the Session and shall preside at meetings of the congregation. The church may call one or more associate pastors who shall, in his/her work, be directed by the pastor in consultation with the Session. The qualifications, duties, rights, and perquisites of an associate pastor and all matters relating to his/her call, shall, as in the case of the pastor, be as provided in the *Book of Order* (G-2.05; G-2.08). The church also may obtain the services of a teaching elder, candidate, or ruling elder in a temporary pastoral relationship (G-2.0504b) or a commissioned ruling elder (CRE) to a particular pastoral service as assigned by the Presbytery (G-2.10).

Section 15. Clerk of Session. The Session shall elect a ruling elder (either in active or passive service on the Session) to serve as Clerk for such term as it may determine (G-1.0505; G-3.0104; G-3.0204), and the Session may form such committees, commissions, and/or teams as necessary to carry out its work. The duties of the Clerk of Session shall be to record the transactions of the Session, keep membership rolls/registers, attendance of Session, preservation of records of the Session and Congregation carefully, and furnish and certify extracts from them when required by another Council or authorized by the Session. There are no specified term limits for the Clerk of Session, but if not an active ruling elder, he/she shall serve without vote.

Section 16. Treasurer. The Session shall elect a Treasurer (or other comparable title) for such term as the Session shall decide (G-3.0113; G-3.0205). Such other assistant officers and agents as may be deemed necessary for the conduct of the business of the corporation may be elected or appointed by the Session from time to time. The Treasurer shall maintain financial books and records of the church, shall follow the standing rules of the Session-approved financial policies, and shall be one of the disbursing officers of the church. Upon adoption of a budget, the Treasurer or entitled designee is authorized to make a disbursement authorization up to the total amount approved in the budget upon the order of the Session or the committee leader whose directions a particular budget item is administered. The Treasurer does not have to be a ruling elder and shall be elected by the Session from among active members of the church. There are no specified term limits for the Treasurer, but if not an active ruling elder, he/she shall serve without vote.

Section 17. Quorum for the Session Meeting. A quorum for the Session shall be the pastor (or other presiding moderator) and one-third of the ruling elders in current service on the Session (G-3.0203), but no fewer than two. The quorum for a meeting to receive or dismiss members is the moderator and two ruling elders.

Section 18. Electronic Meeting. Electronic meetings shall be authorized to facilitate action on timely items that cannot wait until a regular Session meeting. These meetings shall include, but not be limited to, telephone, video and web conferencing. Such meetings must be conducted with the quorum as designated by the Bylaws; with adequate notice of date, time and place; and by a technology that is available to all members eligible to participate and that allows all persons participating to hear each other at the same time.

Section 19. Executive Session. Meetings of the Session are private, but the Session may, in its discretion, invite others to attend and observe its meetings, and to participate therein to the extent that the Session shall specify. The Session has the right to convene itself in executive session and exclude all non-members from its deliberations.

Section 20. Majority Rule. The act of a majority (more than half) of members of the Session or a board present and voting at a meeting at which a quorum is present shall be the act of the Session or the board, unless the act of a greater number is required by civil law, the *Book of Order*, or these Bylaws (F-3.0205).

Section 21. Policies. The Session shall adopt and implement a Sexual Misconduct policy and Child Protection policy (G-3.0106). It should endorse and follow a Separation Ethics policy for its former pastors (G-2.0905).

Section 22. Committees and Other Organizations within the Church. A committee is an elected or appointed body of one or more persons to consider, investigate, report, make recommendations on certain matters/subjects, perform a delegated function, or do other things for fellowship. The Session may refer or create standing (permanent) or special (ad hoc/select) committees, administrative commissions (committees with power), ministry teams, task forces, study groups, or other bodies as it may deem necessary or desirable. Groups or members may form organizations within the church with the approval of Session and subject to its direction, control, and oversight. Such committees or groups may report their activities to the Session at least annually (G-3.0106). All committee moderators or group coordinators shall be active members of the church and appointed by the Session.

Section 23. Removal of Committee Leaders. Any committee moderator, group coordinator, or other chair, who has been elected or appointed by the Session may be removed by said Session whenever in its judgment the best interest of the church will be served thereby. Before taking such action and at its discretion, the Session may want to provide the leader an opportunity to respond, if appropriate. Any vacancy, however occurring, may be filled by action of the Session.

## **ARTICLE IX: BOARD OF TRUSTEES**

Section 1. General Powers. In addition to the power and authority by these Bylaws expressly conferred upon it, but subject to the limitations contained in the Articles of Incorporation of the corporation and the *Constitution of the Presbyterian Church (USA)*, as the same may be amended from time to time, the Board of Trustees may exercise all such powers as are expressly or by implication conferred on the Board of Trustees by the Articles of Incorporation and the laws of Florida. The trustees as officers of the corporation have the authority to execute contractual obligations for the benefit of the corporation. If the congregation decides to have a unicameral system and not to have a separate Board of Trustees, then the ruling elders in active service shall, by reason of their office as members of the Session, be the trustees of the corporation (G-4.0102). According to G-4.0101, the powers and duties of the Board of Trustees (as non-ordained officers) shall not infringe upon the powers and duties of the Session or of the Board of Deacons (as ordained officers in the church's ordered ministries [G-2.01]).

Section 2. Specific Responsibilities. Subject to the supervision and authority of the Session (the church's governing council), the Board of Trustees is responsible of maintaining, protecting, and improving all the properties of El Redentor Presbyterian Church of Central Florida, Inc. According to G-4.0101 of the *Book of Order*: "The corporation so formed, or the individuals trustees, shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the congregation, provided 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; 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 and under the provisions of the Constitution of the Presbyterian Church (USA)."

Section 3. Church Property. According to the *Book of Order* (G-4.0203), "All property held by or for a congregation, a presbytery, a synod, the General Assembly, or the Presbyterian Church (USA), whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of a congregation or of a higher council or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (USA)." If the church property is used contrary to the Constitution, or if the congregation ceases to exist, or if there is a schism within membership, such property shall be held, used, applied, transferred, sold, or disposed of as directed by Central Florida Presbytery or its successor. In the event that the corporation is dissolved, all of the property of the church shall be transferred to the Presbytery for the use and benefit of the Presbyterian Church (USA). The congregation shall not sell, mortgage, lease, or otherwise encumber any of its real property without the written permission of the Presbytery (G-4.0204 - 4.0207).

Section 4. Number of Trustees. The number of trustees may be increased or decreased by resolution of the Nominating Committee, subject to the approval of the congregation, but in no event shall the number of trustees be reduced below three and no decrease in the number of trustees shall have the effect of shortening the term of any incumbent Trustee.

Section 5. Election of Trustees. Upon the expiration of each trustee's term, or in the event of the death, resignation or removal of a trustee, a successor trustee shall be recommended by the Nominating Committee and elected by the congregation from its active membership. The congregation shall elect by majority vote trustees to serve terms of no more than three years on the Board of Trustees. Election shall be to classes as nearly equal in number as possible, with the term of only one class ending each year. The election shall be at the annual meeting or at a special meeting of the congregation called by the Session for that purpose. No trustee shall serve for consecutive terms, either full or partial, aggregating more than six years. A trustee having served a total of six years shall be ineligible for reelection to the Board for a period of at least one year.

Section 6. Annual Meeting. In conjunction with the annual congregational meeting, the annual meeting of the Board of Trustees may be held simultaneously at the church, or at any other convenient location. Public notice of the meeting shall be given in printed and/or verbal form on at least two successive Sundays prior to the meeting. The meeting may be convened following the notice given on the second Sunday or the week during which the meeting is to be held.

Section 7. Regular and Special Meetings. The Chair of the Board or the Moderator of the Session may call any meetings of the Board of Trustees. The Board may hold regular meetings on such schedule as shall be convenient to it. Notice of the time of any special meetings shall be given to each trustee at least three days prior to the meeting.

Section 8. Quorum and Voting. One-third of the members of the Board of Trustees shall constitute a quorum for the transaction of business, unless a greater number is required by the Articles of Incorporation. (The Articles of Incorporation states that "three members shall constitute a quorum for the holding of any meetings.") The act of one-third (or no fewer than three) of its members present at a meeting, at which a quorum is established at the outset, shall be the act of the Board of Trustees.

Section 9. Action without a Meeting. Any action required to be taken or which may be taken at any meeting of the Board of Trustees of the corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all trustees, is filed in the minutes of the proceedings of the Board of Trustees. Such consent shall have the same effect as a unanimous vote if filed in the minute book of the corporation, and shall be effective the date specified in the written consent.

Section 10. Electronic Meetings. Members of the Board of Trustees, or any committee appointed by the Board, shall be deemed present at any meeting of such Board or committee if a conference telephone or similar electronic communications equipment is used, by means of which all persons participating in the meeting can hear or communicate with each other intelligibly and simultaneously. Electronic meetings shall be authorized to facilitate action on timely items that cannot wait until a regular meeting. These meetings shall include, but not be limited to, telephone, video and web conferencing. Such meetings must be conducted with the quorum as designated by the Bylaws; with adequate notice of date, time and place; and by a technology that is available to all members eligible to participate and that allows all persons participating to hear each other at the same time.

Section 11. Officers of the Corporation. The officers of the corporation should consist of a Chair and a Secretary. The officers also may include a number of other assistant officers; each of whom shall be elected by the Board of Trustees at its organizational meeting and at each annual meeting of the Board of Trustees thereafter. Such elected officers shall serve until their successors are elected, qualified, and commissioned. Such other officers, assistant officers, and agents as may be deemed necessary for the conduct of the business of the corporation may be elected or appointed by the Board of Trustees from time to time. Should the Board of Trustees at any time fail to elect a Chair or a Secretary, such failure shall not affect the existence of this corporation. The

Chair also may be a ruling elder in active service or an inactive ruling elder elected by the Session in connection with the Installation of new church officers in active service; the Chair will then serve as a trustee. The responsibilities of the Chair may include the signing of contracts and legal papers on behalf of the church. In the absence of the Chair, any of the other active trustees may be designated to sign legal papers on behalf of the church (G-4.01). The pastor of the church is a member ex-officio (and without vote) of the Board of Trustees.

Section 12. Removal of Officers. Any officer or agent elected or appointed by the Board of Trustees may be removed by said Board whenever in its judgment the best interest of the corporation will be served thereby. Before taking such action, the Board shall consult with and seek the approval of the Session. Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed, but the election or appointment of an officer or agent shall not of itself be deemed to create contract rights. Any vacancy, however occurring, in any office within the Board of Trustees may be filled by action of the Board of Trustees with the concurrence of the Session.

## **ARTICLE X: INDEMNIFICATION**

Section 1. Limitation of Indemnification. Notwithstanding any provision or statement in these Bylaws to the contrary, no indemnification shall be made by the corporation to any person where the actions for which indemnification is sought were unlawful (and the person seeking indemnification had no reasonable cause to believe they were lawful), or which constitute willful misfeasance or bad faith in the performance of such person's duties, or from which the person derived an improper personal benefit.

Section 2. Indemnification Generally. Subject to the limitation contained in Section 1 to this Article X, the corporation shall indemnify any person who was or is a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a trustee, officer, employee or agent of the corporation or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that such person reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

## **ARTICLE XI: SEAL**

Section 1. Form and Use. If the church has a corporate seal, the seal of the corporation should bear the words, "El Redentor Presbyterian Church of Central Florida, Inc." The corporate seal may be used under the direction of the Board of Trustees with the concurrence of the Session.

## **ARTICLE XII: BANK ACCOUNTS, CONTRACTS, LOANS, AND FISCAL YEAR**

Section 1. Depositories. All money and funds of the corporation shall be held for the exclusive benefit of the church, in the name and to the credit of the church, and in such banks, trust companies, investment funds, or other depositories as the Session shall select. All checks, drafts, notes, and acceptances may be signed by officers or other agents of the corporation and in such manner as the Session shall determine.

Section 2. Contracts. Except as otherwise provided by the Session, contracts may be executed on behalf of the corporation by the Chair, and may be attested and the corporate seal affixed by the Secretary. The Session may authorize the execution of contracts to a committee or by such other officers, agents, and employees as may be designated by it.

Section 3. Loans. No indebtedness for borrowed money shall be contracted on behalf of the church and no evidence of such indebtedness shall be issued in the name of the church, unless authorized by a resolution of the Session and approved by the Presbytery.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin on the first day in January of each calendar year and end on the last day of each December following.

### **ARTICLE XIII: BOOKS AND RECORDS**

Section 1. Through its Secretary, the corporation shall keep correct and complete minutes of the proceedings of its Board of Trustees. The Clerk of Session shall maintain such records along with the records of the church (G-3.0104). Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable time, and shall be filed in the church's office.

### **ARTICLE XIV: AMENDMENTS**

Section 1. These Bylaws may be amended as necessary for the efficient operation of the corporation at any annual or special meeting, subject to the Articles of Incorporation, the laws of the State of Florida, and the *Constitution of the Presbyterian Church (USA)*. A supermajority vote of two-thirds of the active members of the congregation present and voting is required, provided that copies of the Bylaws shall be made available to all eligible voters during the time required for the call (or notice) of the meeting. A full notice of intention to amend before the meeting shall be given in writing and then sent (or otherwise distributed) to all members of the corporation no less than 30 days before the meeting. As a good faith effort to contact the membership, previous notice may be distributed or mailed preferably by postal mail, since some members may not have easy access to electronic communications.

Section 2. These Bylaws or the Articles of Incorporation shall not be amended contrary to the provisions of the *Constitution of the Presbyterian Church (USA)*.

Section 3. Editing changes necessitated by amendments to the *Book of Order* or other general rules for governing Councils adopted by the General Assembly of the Presbyterian Church (USA) shall be effected by the Session.

Section 4. Any revision or amendment adopted shall become effective or enacted upon adjournment of that meeting, unless otherwise specified.

**These new set of Bylaws have been reviewed by the Session  
on March 26, 2015,  
and adopted as amended by the Congregation,  
effective April 22, 2015,  
per *Book of Order* (2014/2015).**

**Attested by:**

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**Chair or Secretary of the Board of Trustees**

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**Clerk of Session**