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CONGREGATIONAL BYLAWS
The First Presbyterian Church of Bethlehem, Pennsylvania

Adopted, June 10,1973
Amended January 15,1984
and January 26,1986
and January 17,1988
and May 22,1988
and March 25,1990
and January 20,1991
and September 11,1994
and January 25,1998
and February, 23,2002
and January 22,2006
and December 3,2006
and December 15,2013
and February 9,2014
and January 25,2015

ARTICLE A - PREAMBLE

The First Presbyterian Church of Bethlehem, Pennsylvania, being a congregation of the Presbyterian Church (U.S.A.), hereinafter called "the church" and "PC(USA)" respectively, recognizes that the Constitution of the PC(USA) is, in all of its provisions, obligatory upon it and its members, and is incorporated herein by reference. These bylaws are in addition to the requirements of the Constitution of the PC(USA), or a further explication of them, and shall not infringe upon nor repeat those requirements.

ARTICLE B - CONGREGATIONAL MEETINGS

~~1.~~ There shall be an annual meeting of the congregation, ordinarily in January or February, for the transaction of any business properly before it. Special meetings of the congregation may be called in accordance with the Book of Order.

~~2.~~1. ~~Special meetings may be called by the Session or the Presbytery. In addition, a special meeting shall be called when one-fourth of the active members request it to the Session in writing. Such calls must state clearly the purpose of such special meeting, and no other matter except that which is specified in the call may be considered.~~

~~3.~~2. Public notice of the time, place, and purpose of all meetings of the congregation shall be given in worship on two successive Sundays, the second of which may be the day of the

meeting.~~s immediately preceding the meetings~~. This is in addition to print and/or electronic notices during the same period of time.

~~4.~~3. The pastor shall be the moderator of all meetings of the congregation; the only exceptions to this are provided in the Book of Order. ~~When there are copastors, they shall, when present, alternately preside at meetings. If it is impractical for the pastor to preside, he or she may invite another minister of the Word and Sacrament 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. Session~~ The Congregation shall not meet without the Pastor or the duly designated Moderator.

~~5.~~4.The Clerk of Session shall be secretary of the meetings of the congregation. In the Clerk's inability to attend, the moderator shall nominate and the congregation shall elect a secretary pro tempore for that meeting.

~~6.~~5.All active members of the congregation shall be entitled to voice and vote at congregational meetings. A baptized member of the congregation may be granted the privilege of voice if a majority of the body present approves. Voting by proxy shall not be permitted.

~~7.~~6.Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order. Business to be transacted shall be limited to matters as defined in the Book of Order.

~~8.~~7.All meetings shall be opened and closed with prayer.

~~9.~~8.A quorum shall consist of the Moderator, a secretary, and ten percent (10%) of the members on the Active Members' Roll who reside in the Lehigh Valley Area, such number to be determined by the Clerk of Session as of January 1 of each year.

~~10.~~9. The minutes of a congregational meeting shall be attested by the Moderator and secretary prior to submission to the Session for approval and inclusion in the minutes book of the Session. A report of the minutes' approval shall be made at the next annual meeting of the congregation.

~~11. Business to be transacted at meetings of the congregation shall be limited to matters related to the following:~~

~~a. Electing ruling elders, deacons and trustees;~~
~~b. Calling a pastor, co-pastor, or associate pastor;~~
~~c. Changing existing pastoral relationships, by such means as reviewing the adequacy of and approving changes to the terms of call of the pastor or pastors or requesting consenting to, or declining to consent to dissolution;~~
~~d. Buying, mortgaging, or selling real property;~~
~~e. Requesting the Presbytery to grant an exemption as permitted in the Constitution.~~

~~Whenever permitted by civil law, both ecclesiastical and corporate business will be conducted at the same congregational meeting.~~

ARTICLE C – THE CONGREGATION

Under the Constitution of the PC(USA), the powers of the congregation are strictly limited to the matters which affect the pastoral relationship, and to the procedures for establishing its internal government, subject to the provisions of The Book of Order.

ARTICLE D – THE SESSION

1. The Session shall be comprised of a minimum of ~~eighteen~~ nine elders, to a maximum of 24 elders, the pastor or co-pastor(s), and associate pastor(s).

2. The elders shall be divided into three equal classes, one class of whom shall be elected each year for a three-year term. No elder shall serve on the Session for consecutive terms, either full or partial, aggregating more than six years, but shall be eligible to be elected to a new term after one year shall have elapsed. They shall remain in office until their successors are installed.

3. The Session shall meet at least q~~monthly~~, on a schedule approved by the Session. The quorum for a Session meeting shall be 50% of the Session membership plus one. In addition, Session members may meet/attend via ~~electronic means~~audio or video conference call if approved by the Session in constituting the meeting (see Article G.4 below). ~~Further, v~~

~~4. The moderator shall call special meetings when he or she deems them necessary or when requested in writing by any two members of the Session. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting. There shall be reasonable notice given of all special meetings. The Session shall also meet when directed by Presbytery.~~

5. The members of the Session, jointly or severally, shall not be personally liable for monetary damages, for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of such officer's office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. This section shall not apply to the responsibility or liability of said officer pursuant to any criminal statute:, or the liability of such officer for the payment of taxes pursuant to Local, State, or Federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the Bylaws, nor to any breach of performance of duty, or any failure of performance of duty by such officer prior to such date.

No amendment to, or repeal of this section shall apply to, or have any effect on, the liability of any such officer for, or with respect to, any acts or omissions of such officer occurring prior to such amendment or repeal.

~~6. The Session shall have the 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. As it leads and guides the witness of the congregation, the Session shall keep before it the marks of the church (F-1.0302), the notes by which Presbyterian and Reformed congregations have identified themselves throughout history (F-1.0303) and the six Great Ends of the Church (F-1.0304).~~

7. A unified budget, designed to express the commitment of the congregation to the work of the church during the ensuing year, shall be jointly prepared by the Session and the Board of Trustees, and approved by the Session prior to the ~~January~~ annual meeting of the congregation. The approved budget shall be presented to the congregation for information ~~and support~~.

ARTICLE E – THE BOARD OF DEACONS

1. There shall be no fewer than ~~12~~ nine and no more than ~~18~~ twenty-four deacons, divided into three classes, one class of whom shall be elected each year for a three-year term. No deacon shall serve on the Board for consecutive terms, either full or partial, which aggregate more than six years, but shall be eligible to be elected to a new term after one year shall have elapsed. They shall remain in office until their successors are installed.

2. The Board shall meet at least quarterly, shall meet with the Session at least once a year, and will elect its own moderator and secretary.

3. The Board ~~will~~ shall determine its own quorum.

4. The Board shall maintain minutes of its meetings and shall submit said minutes to Session monthly.

ARTICLE F – THE BOARD OF TRUSTEES

1. The Trustees are the directors of the church corporation, and the rules for their nomination and election will be found in the Charter and Bylaws of this corporation. The date of nomination and election of trustees coincides with that of elders and deacons. Therefore, the call for the annual meeting of the congregation shall include a call for a meeting of the corporation by the secretary of the Board of Trustees. The annual meeting of the corporation shall be held in conjunction with the annual meeting of the congregation. The president of the

Board of Trustees shall convene the meeting of the corporation to transact such business as is properly brought before it.

2. The Trustees, jointly or severally, shall not be personally liable for monetary damages, for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of such officer's office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. This section shall not apply to the responsibility or liability of said officer pursuant to any criminal statute, or the liability of such officer for the payment of taxes pursuant to Local, State, Federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the Bylaws, nor to any breach of performance of duty, or any failure of performance of duty by such officer prior to such date. No amendment to, or repeal of, this section shall apply to, or have any effect on, the liability of any such officer for, or with respect to, any acts or omissions of such officer occurring prior to such amendment or repeal.
3. At all times members of the Board of Trustees shall act in accord with the Constitution of the Presbyterian Church (U.S.A.) and shall use the property of the church as a tool for the accomplishment of the mission of Jesus Christ in the world. All property held by the congregation and subject to management of the Board of Trustees, whether legal title is lodged in the Corporation or in the name of the Trustees, is acknowledged to be held in trust for the use and benefit of the Presbyterian Church (U.S.A.).
4. The Board of Trustees is subject to the authority of Session, in accordance with the *Book of Order*, and shall report to the Session through the submission of its minutes. The Board of Trustees may make recommendations to the Session for actions that go beyond its mandate; the Board of Trustees shall undertake actions that are delegated to it by the Session in a timely manner. The Board of Trustees shall meet with the Session at least once per year.

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ARTICLE G – CONDUCT OF BOARD/COMMITTEE MEETINGS

1. Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order (RROO), subject to the provisions of the Book of Order.
2. All meetings shall be opened and closed with prayer.
3. Voting by proxy shall not be permitted.
4. Electronic meetings must be conducted by a technology that allows all persons to hear each other at the same time. -The opportunity for simultaneous aural communication is central to the deliberateive character of the meeting. ~~Efforts to conduct the deliberate process by electronic mail are expressly authorized by these Bylaws. Efforts to vote or share information~~

~~throughout the deliberative process by electronic mail/text are expressly authorized by these Bylaws.~~

4. Voting by non-synchronous electronic means (*e.g.*, email) is permitted only in certain circumstances as follows. The matter shall require ***no*** substantive discussion in the judgment of the moderator/chair if it is to be considered via non-synchronous electronic means. The vote shall be one of unanimous consent under Robert's Rules: if any member objects to the item being considered for any reason, the vote shall fail and the item shall be moved to the agenda of the next synchronous meeting.

5. All meetings of boards, standing committees, and task forces shall have a secretary designated to take minutes of the meeting. All minutes shall be approved by the board/committee, ordinarily at its next meeting, and then submitted to the Session.

ARTICLE H – NOMINATIONS, ELECTIONS, ORDINATIONS and INSTALLATION

A Statement of Policy

Nominees for elders ~~and~~, deacons, and trustees must be from the active membership of the church. They must be willing to serve if elected, including all training and examination requirements, and to answer ~~in the affirmative~~ affirmatively the constitutional questions for ordination found in the *Book of Order*.

The Nominating Committee

1. Nominations for members of the official boards (the Session, the Board of Trustees and the Board of Deacons) and the at-large members of the next year's Nominating Committee shall be made by a representative nominating committee of active members of the church that is comprised as follows.

   ~~Three~~ Two (~~3~~2) active Elder members shall be designated by the Session (the "Session Members"). One of the Session Members shall be named by the Session as chairperson. A second Session Member shall be named by the Session as the vice-chairperson with the intention that the vice-chairperson shall become chairperson in the following year. ~~A third member, who was the chairperson in the previous year, shall be named by the Session as a member and an advisor to the chairperson and the vice-chairperson.~~

   One (1) active Deacon member shall be designated by the Board of Deacons.

   One (1) active Trustee member shall be designated by the Board of Trustees.

   ~~Eight~~ Seven (~~8~~7) at-large members shall be elected by the congregation (none of whom may be in active service on the Session, tile Board of Deacons or the Board of Trustees).

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The Pastor shall be an *ex-officio* member of this committee, without vote.

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2. The term of service of all non-Session Members (i.e., any member who is not a Session Member) shall be one (1) year. No non-Session Member of this committee shall serve more than two (2) consecutive terms. The terms of service of Session Members shall be ~~three~~ two (~~3~~2) years. No Session member can serve on the Committee for more than ~~three~~ two (~~3~~2) years in any ten (10) year period.

3. Vacancies of at-large member positions on this committee need not be filled unless there would be less than ~~six~~ five (~~6~~5) at-large members on this committee. Vacancies which occur among the at-large members of the committee shall be filled by Session appointment. Other vacancies which occur shall be filled by the board which was entitled to make the original designation.

Election, Ordination and Installation Procedures

1. No member of the nominating committee shall be eligible for election, during the year of his/her service, to an office for which the committee is charged to present nominations, except for election to a second term of an office.

2. The nominating committee shall present nominations for the at-large membership of this committee for election by the congregation.

3. The nominating committee shall present one nominee for each office to be filled. Full opportunity shall always be accorded at the congregational meeting for nominations to be made by any eligible voter from the floor, as long as the person to be nominated has agreed to serve, if elected, in the office to which he/she is to be nominated.

4. The names of all nominees for election shall be published ~~at least in the worship service bulletin, and~~ in the church's digital and print communications at least one week prior to the meeting of the congregation.

5. Elders and deacons who have been elected by the active members of the congregation at the annual meeting ~~shall~~ should ordinarily be ordained and/or installed prior to, or by, the First Sunday in March.

6. Vacancies which occur on the Session, Board of Trustees or Board of Deacons may be filled at a special meeting of the congregation or at the annual meeting, as the Session may determine. The nominating committee shall be charged to present nominees for consideration. Those who are elected to fill the vacancies shall be ordained and/or installed as soon as is practical after their election.

ARTICLE I – FINANCIAL SUPPORT

1. Affirming the basic stewardship principles which enable and encourage the members of the congregation to grow in the grace and discipline of the tithe, or growth in proportionate giving toward the standard of the tithe, and to support the ministries and mission of the church primarily by voluntary offerings, the following standards shall prevail:
   a. The congregation and its organizations shall refrain from fund-raising activities to underwrite programs which should be funded by voluntary offerings.
   b. The congregation and its organizations shall refrain from endorsement of, or use of, any method of fund-raising for any purpose which is incompatible with the goals of the ministries and mission of the church.
   c. The Session shall review and make decisions upon any request for a fund-raising endeavor, in light of the foregoing principles.

2. Each financial pledge shall be administered for the support of the total budgeted work of the church. Additional gifts beyond one's financial pledge may be designated to a particular program or project of the church.

ARTICLE J - OTHER ORGANIZATIONS OF THE CHURCH

Any organization of the members of the congregation formed to conduct special tasks of witness, service, nurture, or for fellowship or other appropriate endeavors shall be under the direction, control and oversight of the Session. Such organizations shall give an annual report to the Session, including a report of the collection, distribution and accounting of funds.

ARTICLE K - AMENDMENTS

L. These bylaws are based on the Constitution of the PC (USA)and may be amended only insofar as those amendments do not conflict with that Constitution.
2. No amendment shall be voted upon at any meeting of the congregation unless the amendment is specified in that call of the meeting.

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