

BYLAWS OF

FREMONT PRESBYTERIAN CHURCH OF SACRAMENTO

A CALIFORNIA NONPROFIT RELIGIOUS CORPORATION

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Terms Defined in These Bylaws

- “Active Deacon” - Section 5.01
- “Active Member” - Section 2.01
- “Active Ruling Elder” - Section 4.01
- “Annual Meeting” - Section 3.01
- “Assistant Pastor” - Section 4.02
- “Associate Pastor” - Section 4.02
- “Board of Deacons” - Section 5.02
- “Church” - Section 1.01
- “Church Facilities” - Section 8.02
- “Constitution” - Section 1.05
- “Corporate Officers” - Section 4.07
- “Deacon” - Section 5.01
- “Deacons’ Fund” - Section 5.14
- “EPC” - Section 1.05
- “Fremont Party” - Section 8.01
- “Member” - Section 2.01
- “Member at Large” - Section 6.02
- “Nominating Committee” - Section 6.01
- “Pastor” - Section 4.02
- “Ruling Elder” - Section 4.01
- “Session” - Section 4.03

BYLAWS OF FREMONT PRESBYTERIAN CHURCH OF SACRAMENTO

Article One Organization of the Church

Section 1.01 Name

The name of this corporation is Fremont Presbyterian Church of Sacramento (the *Church*).

Section 1.02 Offices

The principal office for the transaction of the business of the Church, as well as any branch or subordinate offices, may be established by resolution of the Session. In the absence of a contrary resolution of the Session, the principal office for the transaction of the business of the Church shall be 5770 Carlson Drive, Sacramento, CA 95819.

~~Section 1.03~~ **General Purposes**

Section 1.03 Religious Corporation

This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law primarily for religious purposes.

Section 1.04 Specific Purposes

The specific purposes of this corporation are (a) to conduct and maintain the public worship and instruction in the Christian religion according to the historic confessions and practices of Reformed theology God; (b) to act as a trustee make, baptize, and teach disciples of any funds, real or personal property, or other Jesus Christ; (c) to engage the community of Sacramento and the rest of the world with the Gospel; (d) to care for Members and their families; (e) to own, hold, and use all assets of this corporation, including those assets that may be given, devised, or bequeathed to this corporation, for religious or charitable uses or purposes; and (ef) to maintain and conduct carry out the other business and affairs of this corporation.

Section 1.05 Constitution

The Church shall ~~order~~ conduct its affairs in accordance with a written constitution (the *Constitution*). ~~When As long as~~ the Church is a ~~member of a particular denomination, congregation of the Evangelical Presbyterian Church (the "EPC"),~~ the Constitution shall be the ~~denomination's~~ established constitution, ~~as of the same may be amended from time~~ EPC. ~~If the Church ceases to time. When the Church is not a member of be a member of the EPC, the Constitution shall be either the established constitution of the particular denomination the Church thereafter joins or, if and when the Church does not belong to~~ a particular denomination, ~~the Constitution shall be~~ a written document proposed by the Session and subsequently adopted by the Active Members at a duly called congregational meeting.

Section 1.06 Rules of Parliamentary Procedure

The Session may adopt rules of parliamentary procedure for meetings of the congregation or its committees, the Session or its committees or commissions, the Board of Deacons, or the Nominating Committee, provided that no rule of parliamentary procedure may be inconsistent with these Bylaws, the Constitution, or applicable law. To the extent the Session does not adopt rules of parliamentary procedure for meetings of any of the foregoing bodies, the rules contained in the then current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with the Constitution, these Bylaws, or applicable law. For clarity, no rule of parliamentary procedure that has the effect of increasing the number of affirmative votes required for the relevant body to take a certain action or decide a certain matter shall be deemed, solely because of that increase, to be inconsistent with these Bylaws, the Constitution, or applicable law.

Section 1.07 Reservation of Rights

The Church reserves the following rights, which it considers inalienable, despite any contrary language in the Constitution: (a) to elect its officers; (b) to own and determine the use of its property; (c) to incur debt and other legal obligations; (d) to call its own pastors pursuant to the Constitution; (e) to withdraw with its property from any particular denomination; and (f) to determine whether it shall have a board of deacons.

Article Two Membership in the Church

Section 2.01 Defining Membership

The term *Member* means any person who (a) has been baptized; (b) has made a public profession of faith in Jesus Christ as Lord and Savior; (c) has had his or her membership confirmed by the Session; and (d) has not had that membership transferred or terminated pursuant to the Constitution. The term *Active Member* means any Member who is in good standing on the active roll of the Church as determined by the Session in accordance with the Constitution.

Section 2.02 Rights of Members

Members and Active Members shall have only those rights expressly provided in these Bylaws and the Constitution. Members and Active Members shall not be deemed "members" within the meaning of California Corporations Code section 5056 to the extent being deemed "members" within the meaning of such section would increase or decrease such expressly provided rights. Only an Active Member may hold the office of Active Ruling Elder or Active Deacon, vote at a meeting of the congregation, serve as a voting member on the Nominating Committee, or serve on a pastor search committee.

Article Three

Meetings of the Congregation

Section 3.01 Call

The Session may call a congregational meeting whenever it deems necessary or advisable. In addition, the Session shall call a congregational meeting (a) when at least one-fifth of the Active Members request a meeting in writing; (b) when required to do so pursuant to the Constitution; and (c) as needed to elect officers of the Church and members of the Nominating Committee. ~~There~~The Session shall ~~also be call~~ a ~~stated~~ meeting of the congregation ~~during the first calendar quarter of each each~~ fiscal year, ~~on a date and at a time determined by the Session, to present that year's budget to the congregation,~~ to report on the health of the Church; and to address *any other* congregational business properly presented (the "Annual Meeting"). In the absence of a contrary determination by the Session, the Annual Meeting shall be held in October. The budget for the Church shall be provided to the congregation in the first quarter of each applicable fiscal year, although it shall not be necessary to call a congregational meeting to do so.

Section 3.02 Moderator

~~The~~Except as provided in this Section, the Pastor shall ~~ordinarily~~ moderate congregational meetings. If the ~~Pastor is sick or temporarily absent, or if the~~ Session ~~deems~~determines ~~that it impractical or unwise for the Pastor would be useful or advisable to have someone other than the Pastor moderate a congregational meeting; (e.g., because the Pastor is sick or temporarily absent),~~ the Session shall either (a) appoint one of its other members, with the concurrence of the Pastor, to call the meeting to order and to preside; or (b) follow the process set out in the Constitution to have someone else appointed to call the meeting to order and to preside. If the Pastor determines that it would be useful or advisable to have someone other than the Pastor moderate a congregational meeting (or a portion thereof), and if the Session has not acted in accordance with the immediately preceding sentence with respect to the meeting, the Pastor may appoint another member of Session to moderate the meeting (or a portion thereof).

Section 3.03 Clerk

The clerk of the Session shall ordinarily serve as clerk for congregational meetings. In the absence of the clerk of the Session, the moderator of the congregational meeting shall appoint a clerk *pro tem*. The clerk shall keep a permanent record of the proceedings and business transacted. After approval by the moderator of the meeting, the record shall be transmitted to the Session for insertion in the minutes of that body. The approved minutes shall be made available for review by any Active Member in the Church's office upon reasonable request.

Section 3.04 Parliamentarian

Whenever the moderator of a congregational meeting deems it useful or advisable, the Church may engage an experienced parliamentarian to assist the moderator in preparing for the meeting; to advise the moderator on questions of parliamentary procedure; or to keep track of speakers, motions, amendments, votes, etc. The opinions of a parliamentarian shall be advisory, and only the moderator may rule on questions of order.

Section 3.05 Voting

The roll of Active Members as determined by the Session shall constitute the list of eligible voters at any congregational meeting. Each Active Member shall be entitled to vote on a particular matter as long as that person is physically present at the meeting when the moderator declares the matter put to a vote. The giving of proxies shall not be permitted. The moderator shall not vote.

Unless a greater number of affirmative votes is expressly required by the Constitution, these Bylaws, applicable law, or any rules of procedure applicable to the meeting pursuant to Section 1.06, (a) each act taken or decision made by a vote of at least a majority of the Active Members present and voting at a meeting duly held and at which a quorum is present is an act of the congregation and (b) a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Active Members from the meeting, if any action taken is approved by at least a majority of the quorum.

When a matter requiring a majority vote has been put to the congregation and the vote results in a tie, the moderator shall put the question a second time. If there is still a tie, the matter shall be declared defeated.

Section 3.06 Quorum

The quorum for a congregational meeting shall be as required in the Constitution. Except to the extent that the Constitution sets forth a different requirement, the quorum for a congregational meeting shall be one-tenth of the total number of Active Members.

Section 3.07 Notice

The Session shall provide notice of each congregational meeting ~~in at least one of the following ways: either~~ (a) by announcing the meeting orally or in writing in each regular worship service held before the meeting on at least two weekends; or (b) by mailing written notice of the meeting to each Active Member at least ten days prior to the meeting; *provided, however*, that if an Active Member has provided an unrevoked consent to the Church that he or she may receive congregational communications by e-mail, then the notice may be sent to the Active Member by e-mail instead of by regular mail. ~~For clarity~~ Without limiting the foregoing, a congregational meeting held on a Sunday after all regular worship services on that day shall be deemed duly noticed if the meeting was announced at each regular worship service on that particular Sunday, at any regular worship services held on the immediately preceding day (*i.e.*, on the Saturday before the meeting), and at each regular worship service held on a preceding weekend. The Pastor and the Session shall ensure that the notice of a congregational meeting accurately states the purpose of the meeting, including the matters to be presented and handled. Only those matters stated in the notice may be presented and handled at a ~~specially~~ called meeting of the congregation.

Article Four The Session

Section 4.01 Ruling Elders and Active Ruling Elders

The term *Ruling Elder* means a Member (a) who has been elected at least once by the congregation to serve on the Session and who is continuing in the office pursuant to the Constitution; or (b) who has been empowered by the Session to serve in the office pursuant to a process expressly allowed by the Constitution and established by the Session and who is continuing in the office pursuant to the Constitution.

In general, a person continues in the office of Ruling Elder even after concluding a term on the Session. Nevertheless, if a person is removed or disqualified from the office of Ruling Elder, including because the person has ceased to be a Member, the person, in order to again attain the office, must be elected and installed pursuant to the Constitution for a new term on the Session or must be empowered by the Session to serve in the office pursuant to a process expressly allowed by the Constitution and established by the Session.

For clarity, if the congregation elected and installed a Member to serve a term on the Session prior to a change in the denominational affiliation of the Church, such person remains a Ruling Elder as long as the person has continued to be a Member since the election and is continuing in office pursuant to the Constitution.

The term *Active Ruling Elder* means a Ruling Elder who is currently serving a term on the Session.

Section 4.02 Ordained Ministers

The term *Pastor* means any ordained minister who is called by the congregation to serve as spiritual leader of the Church and who is continuing in that role pursuant to the Constitution. The term *Associate Pastor* means any ordained minister who is called by the congregation to carry out defined pastoral responsibilities and who is continuing in that role pursuant to the Constitution. The term *Assistant Pastor* means any ordained minister who is called by the Session to carry out defined pastoral responsibilities for a specific period of time and who is continuing in that role pursuant to the Constitution.

Section 4.03 Primary Function and Composition

The *Session* is the governing court of the Church. It is composed of the Active Ruling Elders, the Pastor, and the Associate Pastors. Assistant Pastors are not members of the Session.

Section 4.04 Ecclesiastical Powers

The Session shall have the authority, powers, and prerogatives, and shall be subject to the responsibilities, duties, and limitations, set forth for the Session in the Constitution. The entire life of the congregation shall be under the oversight and supervision of the Session, which, except to the extent provided otherwise in the Constitution, shall have jurisdiction over all that belongs to the worship and ministry of the Church.

Section 4.05 Corporate Powers

The Session shall be the Board of Directors of the Church, and each member of the Session shall have the authority, powers, and prerogatives, ~~and be subject to the responsibilities,~~

~~duties, and limitations~~, set forth for a director in the California Nonprofit Religious Corporation Law. All corporate powers of the Church shall therefore be exercised by or under the direction of the Session, meaning, among other things, that the Session shall have ultimate authority over (a) the business and affairs of the Church; (b) the funds, real and personal property, and other assets (whether tangible or intangible) of the Church; and (c) the employment and direction of the staff of the Church, except to the extent that a staff person is a member of a higher court in the Church's particular denomination and is accountable to that higher court pursuant to the Constitution.

Section 4.06 Committees and Commissions

The Session may constitute committees and commissions as it deems necessary or advisable. A committee is appointed to study a particular matter and make recommendations to the Session, or to carry out decisions already made by the Session. Every committee must make written reports to the Session. A commission is appointed to act for the Session for a specific period of time in an administrative or judicial capacity. Each commission shall have only such powers as are specifically delegated to it in accordance with the Constitution ~~and applicable law~~; and it shall make a written report of its actions, which shall be inserted in the minutes of the Session and shall be regarded as actions of the Session itself.

Section 4.07 Corporate Officers

In the first quarter of each calendar year, and whenever a vacancy is declared by the Session, the Session shall elect Ruling Elders to be corporate officers entitled to execute documents on behalf of the Church and having any particular powers or responsibilities assigned to them by the Session or the Constitution (the *Corporate Officers*), including a President, at least one Vice President, a Treasurer, and a Secretary. Unless he or she resigns or is removed from office by the Session, each Corporate Officer, including a Corporate Officer elected to fill a vacancy, shall hold office until the later of (a) the end of the calendar year in which the person was elected and (b) when a successor has been elected and qualified.

Section 4.08 Moderator

~~The~~Except as otherwise provided in this Section, the Pastor shall ~~ordinarily~~ be the moderator of the Session. An Associate Pastor, at the request of the Pastor and with the consent of the Session, may serve as moderator in place of the Pastor for as long as the Pastor and the Session agree. If there is no Pastor ~~or Associate Pastor~~, or if the Pastor is absent for more than one month and there is no Associate Pastor servng as moderator pursuant to the foregoing sentence, the Session may ~~elect~~appoint one of its members to serve as moderator. ~~In addition for as long as the Session shall determine, subject to the right of the Pastor to commence or to resume service as moderator, as the case may be.~~ Alternatively, if there is no Pastor, a moderator may be appointed by one of the other mechanisms set forth in the Constitution.

When the moderator of the Session wishes to make motions or otherwise participate in debate at a meeting of the Session, the Session should elect a different member of the Session to serve as moderator temporarily.

The moderator of the Session shall have the authority, powers, and prerogatives, and shall be subject to the responsibilities, duties, and limitations, set forth in the Constitution for the moderator of the Session.

Section 4.09 Clerk

The Session shall elect a clerk for a stated term of service. If the elected clerk is unable to serve at a particular meeting during his or her term, the Session shall elect a clerk *pro tem*. Each clerk and clerk *pro tem* shall be a Ruling Elder, serve at the pleasure of the Session, carry out the applicable responsibilities described in the Constitution, and not have a vote unless he or she is also an Active Ruling Elder.

Section 4.10 Number of Active Ruling Elders

The authorized number of Active Ruling Elders shall be not less than nine and no more than eighteen. The exact number of Active Ruling Elders shall be fixed, within the foregoing limits, by resolution of the congregation; *provided, however*, that in the absence of a contrary resolution of the congregation, the number shall be fifteen. No reduction in the authorized number of Active Ruling Elders shall have the effect of removing an Active Ruling Elder before that person's term of office expires.

Section 4.11 Terms of Active Ruling Elders

Each Active Ruling Elder shall be elected for a fixed term of not less than three and no more than five years; *provided, however*, that if an Active Ruling Elder has been elected to fill a vacancy on the Session, he or she shall serve only until the relevant term expires. The exact length of terms for Active Ruling Elders may be fixed, within the foregoing limits, by resolution of the congregation; *provided, however*, that if the congregation does not provide otherwise with respect to a given term, the term shall be three years in length; and, *provided further*, that any resolution by the congregation to change the length of terms for Active Ruling Elders shall apply prospectively to all Active Ruling Elders elected to fill new terms after the congregation adopts the change. Once an Active Ruling Elder has been elected to a particular term on the Session, the length of that term may not be reduced or enlarged until it expires (*i.e.*, even if the office becomes vacant in the middle of the term and must be filled by the election of another Active Ruling Elder).

There shall at all times be at least three classes of Active Ruling Elders serving staggered terms. An Active Ruling Elder who has served all or part of two consecutive full terms shall be ineligible for reelection to the Session for one year.

The term of an Active Ruling Elder shall commence on the second Sunday in January after the congregation first meets to elect an Active Ruling Elder to fill the term. The official service of an Active Ruling Elder shall commence when the person has been installed in the office pursuant to the Constitution (*i.e.*, even though the term of that particular office may have commenced prior to the installation). The official service of an Active Ruling Elder shall conclude on the second Sunday of January in the calendar year containing the end of the term for which the Active Ruling Elder was elected, unless his or her service is terminated earlier pursuant to the Constitution or these Bylaws.

Section 4.12 Stated Meetings

The Session shall meet to conduct regular business on dates, at times, and at places determined by resolution of the Session; *provided, however*, that the Session shall hold a

stated meeting at least once per calendar quarter. In the absence of a contrary resolution of the Session, the Session shall have a stated meeting on the fourth Tuesday of each month other than November and December, in which months it will meet on the third Tuesday. Notwithstanding the foregoing, in an emergency, with due notice to the members of the Session, and in consultation with the clerk of the Session, the moderator of the Session may change the date, time, and place of any stated meeting.

Section 4.13 Called Meetings

The Session shall hold a called meeting whenever called by its moderator or when compelled to convene pursuant to the Constitution. If at least one-quarter of the Active Ruling Elders requests a called meeting in writing, including by e-mail, the moderator of the Session shall call the called meeting without delay. No business may be conducted at a called meeting other than the business specifically stated in the notice. The Session may not hold a called meeting in the absence of the Pastor, unless it is an emergency, in which case two Active Ruling Elders may convene a called meeting and only the business that precipitated the emergency may be conducted at that called meeting.

Section 4.14 Attendance by Telephone or Other Equipment

Members of the Session or any of its committees or commissions may participate in a meeting by conference telephone or by any other communications equipment permitted by applicable law, provided that all members of the Session, committee, or commission participating in the meeting can communicate with one another and any other requirements of applicable law are satisfied. Any member of the Session, committee, or commission participating in a meeting pursuant to this Section shall be deemed to be present at the meeting.

Section 4.15 Voting

Unless a greater number of affirmative votes is expressly required by the Constitution, these Bylaws, applicable law, or any rules of procedure applicable to the meeting pursuant to Section 1.06, (a) each act taken or decision made by a vote of at least a majority of the members of the Session present at a meeting duly held and at which a quorum is present is an act of the Session and (b) a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members of the Session from the meeting, if any action taken is approved by at least a majority of the quorum. Every member of the Session who is present at a meeting, including any Pastor and Associate Pastor, shall have the right to vote at the meeting, except to the extent a particular member is barred from voting by the Constitution, these Bylaws, or applicable law. The giving of proxies shall not be permitted.

Section 4.16 Quorum

The Session may set its own quorum requirement by resolution; *provided, however*, that in no event shall the quorum be less than what is required by the Constitution. In the absence of a contrary determination by the Session or a contrary requirement in the Constitution, (a) the quorum for the transaction of business at a stated meeting of the Session shall be one-third of the Active Ruling Elders, plus the moderator of the Session; and (b) the quorum for the transaction of business at a called meeting of the Session shall be two Active Ruling Elders, plus the Pastor, or, if there is no Pastor or in an emergency when the Session must meet without the Pastor, three Active Ruling Elders.

Section 4.17 Adjournment

A majority of the members of the Session present, whether or not constituting a quorum, or the moderator of the Session, may adjourn any meeting to another time and place. Notice of the date, time, and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the date, time, and place shall be given before the adjourned meeting to the members of the Session who were not present at the time of adjournment.

Section 4.18 Notice

Except when the date, time, and place of a meeting is set by the Session in advance, notice of the date, time, and place of all stated and called meetings shall be given to each member of the Session in one of the following methods: (a) by oral communication with the member directly or with a person who would reasonably be expected to communicate the notice promptly to the member; (b) by leaving a voice message for the member using technology designed to record and communicate such messages; (c) by e-mail to the member; (d) by first-class mail to the member; or (e) by handing written notice to the member directly or to a person who would reasonably be expected to present the notice promptly to the member. To facilitate notice, the clerk shall maintain a list containing the address, phone number, and e-mail address of each member of the Session. Notices of stated meetings may be given in the form of a calendar or schedule that sets for the date, time, and place of more than one stated meeting.

Except as provided in Section 4.17, notice must be given at least 24 hours in advance of any meeting, unless the means of notification is first-class mail, in which case notice must be deposited in the mail at least three days before the meeting.

Each notice shall state the date, time, and place of the meeting, unless the meeting is scheduled to be at the principal offices of the Church, in which case no place need be specified. The purpose of the meeting need not be specified in the notice, unless doing so is required elsewhere in these Bylaws or the Constitution.

A member of the Session may waive defective notice by being present at the meeting without raising an objection before the agenda is adopted, by executing a written waiver or consent before or after the meeting, or by voting to approve the minutes of the meeting. A member of the Session wishing to protest the lack of notice must present that protest in writing, including by e-mail, to the clerk within 30 days of the applicable meeting.

Section 4.19 Action without a Meeting

Any action required or permitted to be taken by the Session may be taken without a meeting, if all the members of the Session consent in writing. Such a written consent shall have the same force and effect as a unanimous vote of the Session taken at a stated or called meeting and shall be filed by the clerk of the Session with the meetings of the Session. A Session member's written consent may be transmitted by e-mail, first-class mail, digital or electronic message, courier, facsimile, hand delivery, or any other reasonable method satisfactory to the moderator of the Session.

Section 4.20 Non-Liability

No member of the Session shall be personally liable for the debts, liabilities, or other obligations of the Church.

Article Five

The Board of Deacons

Section 5.01 Deacons and Active Deacons

The term *Deacon* means a Member who has been elected at least once by the congregation to serve on the Board of Deacons and who is continuing in the office pursuant to the Constitution.

In general, a person continues in the office of Deacon even after concluding a term on the Board of Deacons. Nevertheless, if a person is removed or disqualified from the office of Deacon, including because the person has ceased to be a Member, the person must be elected and installed pursuant to the Constitution for a new term on the Board of Deacons before again attaining the office.

For clarity, if the congregation elected and installed a Member to serve a term of office on the Board of Deacons prior to a change in the denominational affiliation of the Church, such person remains a Deacon as long as the person has continued to be a Member since the election and is continuing in office pursuant to the Constitution.

The term *Active Deacon* means a Deacon who is currently serving a term on the Board of Deacons.

Section 5.02 Primary Function and Composition

The *Board of Deacons* has the primary duty of sympathy and service in the Church. It is composed of all the Active Deacons in one combined board. Because the Board of Deacons is not a court of the Church, it shall at all times submit to the supervision and control of the Session. The Pastor and Associate Pastors are officially designated advisory members of the Board of Deacons. Though prohibited from voting, the Pastor and Associate Pastors shall be entitled to participate in deliberations, giving advice and wisdom.

Section 5.03 Particular Responsibilities

The Board of Deacons shall (a) oversee the ministry of compassion of the congregation to the sick, friendless, bereaved, and those in any way distressed; (b) have those ordinary responsibilities assigned to it in the Constitution and not retained by the Session; and (c) carry out those additional duties that may be assigned to it by the Session from time to time.

Section 5.04 Number of Active Deacons

The authorized number of Active Deacons shall be not less than 18 and no more than 36. The exact number of Active Deacons shall be fixed, within the foregoing limits, by resolution of the Session; *provided, however*, that in the absence of a contrary resolution of the Session, the number shall be 30. No reduction in the authorized number of Active Deacons shall have the effect of removing an Active Deacon before that person's term of office expires.

Section 5.05 Terms of Active Deacons

Each Active Deacon shall be elected for a fixed term of not less than three and no more than five years; *provided, however*, that if an Active Deacon has been elected to fill a

vacancy on the Board of Deacons, he or she shall serve only until the relevant term expires. The exact length of terms for Active Deacons may be fixed, within the foregoing limits, by resolution of the Session; *provided, however*, that if the Session does not provide otherwise with respect to a given term, the term shall be three years in length; and, *provided further*, that any resolution by the Session to change the length of terms for Active Deacons shall apply prospectively to all Active Deacons elected to fill new terms after the Session adopts the change. Once an Active Deacon has been elected to a particular term on the Board of Deacons, the length of that term may not be reduced or enlarged until it expires (*i.e.*, even if the office becomes vacant in the middle of the term and must be filled by the election of another Active Deacon).

There shall at all times be at least three classes of Active Deacons serving staggered terms. An Active Deacon who has served all or part of two consecutive full terms shall be ineligible for reelection to the Board of Deacons for one year.

The term of an Active Deacon shall commence on the second Sunday in January after the congregation first meets to elect an Active Deacon to fill the term. The official service of an Active Deacon shall commence when the person is installed in office pursuant to the Constitution (*i.e.*, even though the term of that particular office may have commenced prior to the installation). The official service of an Active Deacon shall conclude on the second Sunday of January in the calendar year containing the end of the term for which the Active Deacon was elected, unless his or her service is terminated earlier pursuant to the Constitution or these Bylaws.

Section 5.06 Moderator

The Board of Deacons may elect from among its members a moderator and vice-moderator, in each case for a term of one year. Alternatively, the Session may appoint the Pastor or an Associate Pastor to be moderator of the Board of Deacons. When there is a vice-moderator, he or she shall preside over a meeting of the Board of Deacons if the moderator is unable to attend the meeting.

Section 5.07 Recording Clerk and Other Officers

The Board of Deacons shall elect a recording clerk, and each recording clerk may serve a term of up to one year and may be re-elected to that position for additional terms. If the elected recording clerk is unable to serve at a particular meeting during his or her term, the Board of Deacons shall elect a recording clerk *pro tem*. Each recording clerk and recording clerk *pro tem* shall serve at the pleasure of the Board of Deacons, perform the applicable responsibilities described in the Constitution, and not have a vote unless he or she is also an Active Deacon. The Board of Deacons is also authorized to elect and empower such other officers as it deems necessary to carry out its various duties.

Section 5.08 Stated Meetings

The Board of Deacons shall have stated meetings at least quarterly unless otherwise provided for by the Session.

Section 5.09 Called Meetings

The Board of Deacons shall hold a called meeting at the call of its moderator or when ordered to convene by the Session. If at least one-quarter of the Active Deacons requests a called meeting in writing, including by e-mail, the moderator of the Board of Deacons

shall call the meeting without delay. No business may be conducted at a called meeting other than the business specifically stated in the notice.

Section 5.10 Voting

Unless a greater number of affirmative votes is expressly required by the Constitution, these Bylaws, applicable law, or any rules of procedure applicable to the meeting pursuant to Section 1.06, (a) each act taken or decision made by a vote of at least a majority of the Active Deacons present at a meeting duly held and at which a quorum is present is an act of the Board of Deacons and (b) a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Active Deacons from the meeting, if any action taken is approved by at least a majority of the quorum. Every Active Deacon who is present at a meeting shall have the right to vote at the meeting, except to the extent a particular Active Deacon is barred from voting by the Constitution, these Bylaws, or applicable law. The giving of proxies shall not be permitted.

Section 5.11 Quorum

The Board of Deacons may set its own quorum requirement by resolution; *provided, however*, that in no event shall the quorum be less than what is required by the Constitution. In the absence of a contrary determination by the Board of Deacons or a contrary requirement in the Constitution, the quorum for the transaction of business at any meeting of the Board of Deacons shall be one-third of the Active Deacons.

Section 5.12 Adjournment

A majority of the Active Deacons present, whether or not constituting a quorum, or the moderator of the Board of Deacons, may adjourn any meeting to another time and place. Notice of the date, time, and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the date, time, and place shall be given before the adjourned meeting to the Active Deacons who were not present at the time of adjournment.

Section 5.13 Notice

Except when the date, time, and place of a meeting of the Board of Deacons is set in advance, notice of the date, time, and place of all stated and called meetings shall be given to each member of the Board of Deacons as the moderator of the Board of Deacons determines. To facilitate notice, the recording clerk shall maintain a list containing the address, phone number, and e-mail address of each member of the Board of Deacons. Notices of stated meetings may be given in the form of a calendar or schedule that sets for the date, time, and place of more than one stated meeting.

Except as provided in Section 5.12, notice must be given at least 24 hours in advance of any meeting, unless the means of notification is first-class mail, in which case notice must be deposited in the mail at least three days before the meeting.

Each notice shall state the date, time, and place of the meeting, unless the meeting is scheduled to be at the principal offices of the Church, in which case no place need be specified. The purpose of the meeting need not be specified in the notice, unless doing so is required elsewhere in these Bylaws or the Constitution.

A member of the Board of Deacons may waive defective notice by being present at the meeting without raising an objection before the agenda is adopted, by executing a written

waiver or consent before or after the meeting, or by voting to approve the minutes of the meeting. A member of the Board of Deacons wishing to protest the lack of notice must present that protest in writing, including by e-mail, to the recording clerk within 30 days of the applicable meeting.

Section 5.14 Minutes

A careful record of all meetings of the Board of Deacons shall be kept by the recording clerk. The Board of Deacons must approve the minutes, which shall be signed upon approval by the moderator and the recording clerk. At least once every six months, unless otherwise determined by the Session, the minutes shall be submitted to the Session.

Section 5.15 Deacons' Fund

Unless the Session resolves otherwise, the Board of Deacons shall maintain a fund to assist it in carrying out its responsibilities (the *Deacons' Fund*). The Deacons' Fund shall generally comprise the proceeds of any special collections for the fund authorized by the Session and any special gifts designated for the fund by donors. The Board of Deacons shall provide an accounting of the Deacons' Fund at least once per calendar year or as otherwise requested by the Session. The Board of Deacons shall also comply with any directives of the Session with respect to the collection, maintenance, and use of the Deacons' Fund.

Article Six The Nominating Committee

Section 6.01 Purpose

The *Nominating Committee* is established to nominate candidates for election by the congregation to the Session, the Board of Deacons, and the Nominating Committee. The Nominating Committee shall nominate the number of persons equal to the number of positions available to be filled in time for each meeting of the congregation at which their election is to occur.

Section 6.02 Composition

The Nominating Committee shall be composed of (a) seven Active Members elected by the congregation (each of them, a *Member at Large*); (b) two Ruling Elders appointed by the Session, at least one of whom shall be an Active Ruling Elder; (c) one member appointed by the Board of Deacons; and (d) the Pastor. The Session and the Board of Deacons shall have the authority to change their respective representative(s) on the Nominating Committee at any time. The Pastor may designate an Associate Pastor to represent the Pastor at any meeting of the Nominating Committee.

Section 6.03 Terms of Members at Large

Each Member at Large shall serve for a term of one calendar year. A Member at Large who has served all or part of two consecutive full terms on the Nominating Committee shall be ineligible for reelection to the Nominating Committee for one year.

Section 6.04 Chairperson

The chairperson of the Nominating Committee shall be an Active Ruling Elder and, if more than one Active Ruling Elder is serving on the Nominating Committee at the same time, the Session shall designate which of them shall be chairperson and for what period. The chairperson shall ordinarily be the moderator of the Nominating Committee; *provided, however*, that if the chairperson is unable to attend a scheduled meeting, he or she may designate another member of the Nominating Committee to moderate in his or her absence.

Section 6.05 Officer Instruction and Examination

The Nominating Committee shall not nominate any candidate for election by the congregation to the Session or to the Board of Deacons who has not been approved for the office by the Session after the instruction and examination required in the Constitution. If the congregation votes to elect a person to the Session or to the Board of Deacons who has not been instructed, examined, and approved for the office as the Constitution requires, the person may not be installed in the office unless and until he or she has been subsequently instructed, examined, and approved. If the person is disapproved following the required instruction and examination, the congregation shall be declared to have failed to elect the person to the office and a new congregational meeting shall be called to fill the office.

Section 6.06 Voting

Each member of the Nominating Committee other than the Pastor or his or her representative shall have the right to vote. The Pastor or his or her representative shall be a non-voting, *ex officio* member of the Nominating Committee.

Section 6.07 Notice

The date, time, and place of any meeting of the Nominating Committee shall be determined by the chairperson. The chairperson shall provide notice of each meeting to all members of the Nominating Committee.

Article Seven Indemnification

Section 7.01 Authorization

The Church may indemnify any person to the fullest extent permissible under California Corporations Code section 9246. The Church may also indemnify any person who is not an officer or director of the Church pursuant to any contract entered into with the person.

Section 7.02 Expenses of Defense

The Church may advance expenses incurred in defending any proceeding to the extent authorized in California Corporations Code section 9246 or to the extent necessary or advisable to carry out the terms of any contract with a person who is not an officer or director of the Church.

Section 7.03 Maintaining Insurance

The Church shall have the power to purchase and maintain insurance on behalf of any person from and against any liability asserted against or incurred by the person as an officer, director, employee or agent of the Church, whether or not the Church would have

the power to indemnify the person against that liability under the provisions of California Corporations Code section 9246; *provided, however*, that the Church shall have no power to purchase and maintain insurance to indemnify any person for a violation of California Corporations Code section 9243.

Article Eight Church Activities and Facilities

Section 8.01 Church Activities

The mission, faith, and doctrine of the Church are defined and set forth in the Constitution. Accordingly, the Pastor, Associate Pastors, Assistant Pastors, Ruling Elders, Deacons, and Members, as well as the program staff of the Church (each of them a “Fremont Party”) shall in each case carry out their respective duties, obligations, responsibilities, activities, and operations on behalf of the Church in accordance with such mission, faith, and doctrine.

Section 8.02 Church Facilities

The term *Church Facilities* means all real property owned or held by the Church, regardless of location, including its sanctuary, chapel, gymnasium, preschool rooms, educational buildings, meeting and conference rooms, and offices. The Fremont Parties and any others who participate in the activities or operations of the Church may use the Church Facilities only for purposes consistent with the mission, faith, and doctrine of the Church as defined and set forth in the Constitution. Any other persons or groups who use the Church Facilities must do so for purposes not inconsistent with such mission, faith, and doctrine. The Church Facilities are not facilities of public accommodation and are instead dedicated solely to uses permitted in this Section.

Section 8.03 Review

Subject to normal review in the ecclesiastical court system provided in the Constitution, the Pastor and the Session shall determine (a) whether the duties, obligations, responsibilities, activities, and operations described in Section 8.01 are being carried out in accordance with the mission, faith, and doctrine of the Church as defined and set forth in the Constitution; and (b) whether the Church Facilities are being used as required in Section 8.02.

~~Article Eight~~Article Nine **General Provisions**

~~Section 8.01~~Section 9.01 **Defined Terms**

When a capitalized term is defined in these Bylaws, the definition shall apply in each instance where the term appears.

~~Section 8.02~~Section 9.02 **Rules of Construction**

Unless the context requires otherwise, (a) singular words may be construed as plural; (b) plural words may be construed as singular; (c) words of one gender may be construed as

denoting the other gender; (d) the words *include, includes, and including* shall be deemed to be followed by the words *without limitation*; (e) the words *shall* or *will* are used to impose a duty, command, directive, or requirement; (f) the words *may* or *should* are used to allow or permit the indicated conduct, but not to require it; and (g) a reference to an *Article* or a *Section* shall be a reference to an Article or Section of these Bylaws, as the case may be. The word *or*, when used in a list of more than two items, may function as both a conjunction and a disjunction as the context requires. Any reference to a statute, regulation, or law shall include any future statutes, regulations, and laws that replace or modify the one referenced.

~~Section 8.03~~**Section 9.03 Headings**

The headings of Articles and Sections are included solely for the convenience of the reader. They have no significance in the interpretation or construction of these Bylaws.

~~Section 8.04~~**Section 9.04 Amendments**

The amendment and repeal of these bylaws shall require a two-thirds vote of those Active Members present at a stated meeting of the congregation or at a meeting of the congregation called for that purpose. No less than thirty days prior to the meeting, copies of any proposed amendments to these Bylaws shall be mailed to the Active Members; *provided, however*, that if an Active Member has provided an unrevoked consent to the Church that he or she may receive congregational communications by e-mail, then the proposed amendments may be sent to the Active Member by e-mail instead of by regular mail.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Fremont Presbyterian Church of Sacramento, a California Nonprofit Religious Corporation; that these Bylaws, consisting of ~~15~~16 pages, are the Bylaws of this Corporation, as adopted by vote of the Active Members on ~~October 6, 2013~~August __, 2016; and that these Bylaws have not been amended or modified since that date.

Executed on _____, _____, at _____,
California.

~~Elaine Moody~~Clair Parsh, Secretary