BYLAWS

PRESBYTERIAN CHURCH OF OLD GREENWICH, INCORPORATED

**ARTICLE I**

**PREAMBLE**

Section 1: The name of this church is the *Presbyterian Church of Old Greenwich, Incorporated* (hereafter “PCOG” or “Church” or “Corporation”). It was in­corporated under the provisions of Chapter 189 of the General Statutes, Revision of 1918, of the State of Connecticut at a meeting of the congregation held on May 26, 1929 as *The* *Community Presbyterian Church of Sound Beach*, *Incorporated*. The “Certificate of Organization” together with the organizing bylaws was duly filed in the Office of the Secretary of State of Connecticut on May 31, 1929.

At a meeting of the congregation held on March 19, 1945 the name of the Church was changed to *The Community Church of Sound Beach, Incorporated*, a non-denominational Church (this name changed occurred following the action of the Presbytery of Connecticut Valley to dismiss the church’s membership in the UPCUSA on April 24, 1945 and “*to grant the full and complete title to church property heretofore used for a Presbyterian Church*”.)

At a meeting on September 5, 1956, the Board of Trustees of the *Community Church of Sound Beach, Incorporated* determined that the name of the Church should be changed to the *Presbyterian Church of Old Greenwich, Incorporated* after tabulating the results of a mail ballot of the congregation. On September 16, 1956, in a “service of organization” the Church re-united with the UPCUSA.

On January 24, 2016 the Congregation voted to unite with a “*Covenant Order of Evangelical Presbyterians*” (hereafter “ECO”) if dismissed from membership in the Presbyterian Church (U.S.A.) by the Presbytery of Southern New England (hereafter “*PSNE*”). At a meeting held February 6, 2016, PSNE voted to dismiss PCOG to ECO effective May 31, 2016. Under the terms of dismissal, the corporate entity, “*Presbyterian Church of Old Greenwich, Incorporated*”, continues and will be the active entity under the polity of ECO and the statutes of the state of Connecticut.

Pursuant to an “*ECO Membership Agreement*” between PCOG and the PRESBYTERY OF THE NORTHEAST (hereafter PRESBYTERY), a Presbytery of ECO, PCOG was received as a member Church of PRESBYTERY under the apostolic authority and ecclesiastical jurisdiction of ECO and PRESBYTERY. Such agreement became effective May 31, 2016.

The Connecticut “*Business Identification*” number for PCOG [Office of the Secretary of State] is #111490. The “*Employer Identification*” [Internal Revenue Service] number is 06-0808823. The ECO “*Group Tax-Exemption*” [Internal Revenue Service] number applicable to PCOG is 5914.

Section 2: The principal office for transaction of the business of Church, including its corporate affairs, shall be at 38 West End Avenue, Old Greenwich, Connecticut 06870.

**ARTICLE II**

**PURPOSE**

Section 1: This Corporation is formed as a non-profit Corporation which shall not have or issue shares of stock or make distributions. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section S01(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Amongthe activities to be conducted and the purposes to be promoted are to propagate the Gospel of Jesus Christ.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall beauthorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from the federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE III**

**CHURCH MEMBERSHIP**

Section 1: Persons become *Members* *[also called Covenant Partners]* of the Church by action of Session (i) after hearing testimony of faith in Jesus Christ as Lord and Savior, (ii) when the person has been baptized, (iii) voluntarily submits to the government of ECO and the Church and (iv) intends to participate in the Church’s worship and work. All persons who become *Members* *(Covenant Partners)* shall constitute the *Active Roll* of the Church.

Section 2: Only *Members* physically present at duly called meetings are entitled to vote, except that in corporate matters voters must be 18 years of age.

**ARTICLE IV**

**MEETINGS OF THE CONGREGATION**

Section 1: Business to be transacted at duly called meetings of the congregation of the Church may be of two kinds: (i) ecclesiastical and (ii) corporate. Both kinds of business may be conducted at the same congregational meeting.

Section 2: All meetings shall be opened and closed with prayer.

Section 3: All meetings shall be conducted in accordance with the most recent edition of *Robert's Rules of Order* unless other procedures and practices have been prescribed by these bylaws or by the Constitution of ECO.

Section 4: Public notice of the time, place and purpose of all meetings of the congregation shall be given on two suc­cessive Sundays prior to the appointed time of the meeting. Such notice may be delivered by email, voice and/or written communiqué.

Section 5: There shall be **two** *stated meetings* of the congregation each year.

1. A meeting shall be held typically during the month of October at a time specified by *Session* for the purpose of electing Elders for service as members of Session and Deacons for service as members of the Board of Deacons.
 Elders elected and installed as members of Session shall be called “*Ruling Elders*” in order to distinguish their ministry function.
2. An*Annual Meeting* shall be held typically during the months of January/February at a time specified by *Session* for the transaction of any business properly coming before such meeting. Included shall be financial reports from all organizations of the Church, reports to the congregation of the work and programs of the Church and a review of the budget for the New Year.

Section 6: *Special meetings* of the congregation may be called by *PRESBYTERY, Session* and shall be called by *Session* when requested in writing by one-quarter of the members. The Call shall state clearly the purpose of such special meeting and no other matters may be considered.

Section 7: The following business must be conducted at a meeting of the Congregation:

1. Elect *Ruling Elders* and *Deacons*.
2. Call a pastor/head of staff, associate pastor or request dissolution of pastor’s call.
3. Buy, mortgage, transfer or sell real property.
4. Request dismissal to another ECO Presbytery or another Reformed body.
5. Approve amendments to bylaws, Articles of Incorporation and other corporate documents and actions requiring voting member approval.

Matters brought before the congregation are not limited to the foregoing.

Section 8: The quorum of a meeting of the congregation shall be twenty-five (25) members or one-tenth of the members, whichever is the greater.

Section 9: The Pastor shall be the Moderator of all meetings of the congregation. If unable to preside at meetings, the Pastor may request another installed pastor of ECO or *Elder* to act as Moderator pro tem.

Section 10: The Clerk of Session shall be the Secretary of the meetings of the congregation. If the Clerk is unable to serve, the Moderator shall appoint a Secretary pro tem.

Section 11: The minutes of each meeting of the congregation shall be attested by the Moderator and the Secretary and shall be entered in the *minute book* of Session.

**ARTICLE V**

**NOMINATION - ELECTION – ORDINATION/INSTALLATION OF RULING ELDERS AND DEACONS**

Section 1: There shall be a representative *Nominating Committee* which shall bring to the appropriate meeting of the congregation the name of one eligible candidate for nomination to each office of *ELDER* and *DEACON* to be filled. Additional nominations may be made from the floor provided that such nominee has stated a willingness to serve prior to being nominated. Nominators and Nominees shall be members of the Church without exception.

The term of service on the *Nominating Committee* shall be from Annual Meeting to Annual Meeting. The members of such committee shall be (i) elected annually at the Annual Meeting of the congregation or (ii) appointed as follows:

1. at least one member, but no more than two, shall be a *Ruling Elder* and such person(s) shall be appointed by Session;
2. one member shall be in active service on the *Board of Deacons* and such person shall be appointed by the Deacon Board; and
3. at least three, but not more than five, members shall be nominated by the out-going *Nominating Committee* from the among members of the *congregation-at-large* at the Annual Meeting of the congregation. Nominations of “*members at large*” may be made from the floor provided that such nominee has stated a willingness to serve prior to being nominated.
4. A *Ruling Elder* shall serve as the Chairperson of the Committee.
5. The Pastor shall be a member of the *Nominating Committee* serving ex-officio, and without vote.

Section 2: Vacancies for *Session* or the *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 serve as the nominator. A *Member* elected to fill a vacancy shall hold office for the-unexpired term of his or her predecessor.

Section 3: *Elders* and *Deacons* elect shall be prepared and examined by *Session* in order to determine that each one is compliant with the requirements of the Constitution of ECO for ordination and / or installation. Each person to be ordained and / or installed shall, by voice, affirm all of the “*Ordination Vows*” as set forth in the Constitution of ECO without exception.

Section 4: Newly elected *Ruling Elders* and *Deacons* shall be installed and/or ordained in a regular Sunday morning church service as soon as practicable after *Session* has completed the preparation and examination process in Section 3 above.

Section 5: Service as an *Elder*, *Trustee* or *Deacon* terminates immediately when membership in the Church terminates.

**ARTICLE VI**

**SESSION – RULING ELDERS - MODERATOR**

Section 1: The name of the governing body of the Church shall be *Session.*  It shall have authority and responsibility over all affairs and activities of the Church both spiritual and corporate except in such matters as otherwise set forth in these bylaws.

Section 2: The members of *Session* shall be persons duly elected by the congregation pursuant to ARTICLE V. Additionally, Installed Pastor(s) and Associate Pastor(s) shall be members of *Session*. All members of *Session*, including the installed Pastor(s) and Associate Pastor(s), are entitled to vote.

Section 3: There shall be nine *Ruling Elders* elected to *Session* divided into three classes, each serving a term of 3 years. There shall not be any limitation on the number of terms, whether consecutive or aggregate, that a person can serve as a *Ruling Elder*.

Section 4: The Pastor of the Church shall be the *Moderator* of *Session*. If unable to preside at meetings, the Pastor may request another installed pastor of ECO or an *Elder* to act as Moderator pro tem.

Section 5: The *Clerk of Session* shall be an *Elder* elected by *Session* for such term as the *Session* may determine. The *Clerk* shall record the transactions of the Church in *minutes*, maintain rolls of membership, preserve vital records and perform other functions designated by Session. A Clerk of Session who is not a *Ruling Elder* shall have voice without vote at meetings of *Session*.

Section 6: *Session* shall hold *stated* *meetings* at dates, times and places designated by it. *Special meetings* may be called by the *Moderator* and the *Moderator* shall do so when requested in writing by any two members of *Session* or by *PRESBYTERY*. Reasonable notice of all *special* meetings shall be provided to each *Ruling Elder* together with a statement of the purpose of the meeting. All meetings shall be opened and closed with prayer. *Session* may meet in executive session in its sole discretion. Stated meetings shall be held at least on a calendar quarter frequency.

Section 7: A quorum of the *Session* shall be the *Moderator* and one-third of the *Ruling Elders*

Section 8: A statement of the authority and responsibilityof *Session* is set forth in the Constitution of ECO and such statement is incorporated herein as an integral part of these bylaws as the authority and responsibility of the *Session* for this Church. An excerpt of such responsibilities is appended to these Bylaws.

Section 9: All meetings shall be conducted in accordance with the most recent edition of *Robert's Rules of Order* unless other procedures and practices have been prescribed by these Bylaws or by the Constitution of ECO.

Section 10: Only *Members* of *Session* who are physically present at duly called meetings are entitled to vote.

**ARTICLE VII**

**BOARD OF DEACONS**

Section 1: The *Board of Deacons* shall consist of at least nine members. *Deacons* shall be duly elected by the congregation pursuant to ARTICLE V anddivided into three classes, each serving a term of 3 years. There shall not be any limitation on the number of years, whether consecutive or aggregate, that a person can serve as a *Deacon*.

Section 2: The Pastor(s) and Associate Pastor(s) shall be advisory and non-voting members of the *Board of Deacon.*

Section 3: The *Board of Deacons* shall elect a *Moderator* and a *Secretary* from among its members. The *Secretary* shall keep a record of the Board's proceedings.

Section 4: The *Board of Deacons* shall be under the supervision and authority of *Session*.

Section 5: The *Board of Deacons* shall hold *meetings* at dates, times and places designated by it or when directed to meet by *Session*.

Section 6: The *Board of Deacons* shall determine its own quorum.

Section 7 : The office of *Deacon* is one that nurtures fellowship and care giving within and beyond the congregation. Deacons may preach and teach. The *Deacons* shall assume such other duties as may be delegated from time to time by the *Session*.

**ARTICLE VIII**

**THE CORPORATION – MEMBERS – BOARD OF ADMINISTRATION**

Section 1: *Members* on the active roll of the Church, who have attained age 18, are members of the Corporation. *Officers* of the Corporation shall be (i) *Senior Pastor*, (ii) *Clerk of Session*, (iii) *Treasurer* and (iv) *Elders* serving as members of the *Board of Administration.*

Section 2: ***Session*** shall appoint a*Board of Administration* (formerly Trustees, hereafter “BoA”)to *facilitate* the corporate powers and duties set forth in Section 4 (a) and (b) of this ARTICLE VIII and other duties as may be authorized by *Session*. The powers, duties and actions of the *BoA are* subject to the authority of *Session* without infringement in any way.

The BoA shall be constituted as follows:

Annually *Session* shall appoint at least three, but no more than five, persons to serve a term of one calendar year. The Senior Pastor shall be a standing member of the BoA with vote. The Treasurer of the Corporation shall be an ex-officio member of the BoA without vote unless appointed while serving as a *Ruling Elder*. There shall not be any limitation on the number of terms, whether consecutive or aggregate, that a person can serve as a member of the BoA.

1. Appointees shall be *Ruling Elders* or *Elders.* A majority of the members of the *BoA* shall be *Ruling Elders*.
2. *Session* shall designate a member of the BoA to serve as “*President*” of the Corporation who shall be a *Ruling Elder*.
3. The *BoA* shall determine who shall serve as “*Secretary*” of the Corporation.
4. Vacancies on the BoA shall be filled by appointment by *Session*.

Section 3: The *Treasurer* of the Corporation shall be appointed to serve a term of one calendar year by Session. There shall not be any limitation on the number of terms, whether consecutive or aggregate, that a person can serve as *Treasurer.*

Section 4: Meetings:

1. All meetings of the *Congregation* and *Session* may be both ecclesiastical and corporate.
2. Anymember of the BoA may call a meeting of the BoAwhen required to carry out the corporate powers and duties of the Corporation. The presence of at least half the number of BoA members is required in order that such meeting may be duly constituted. Minutes shall be recorded for all duly called meetings

Section 5: The Corporation shall have the following Powers and Duties:

1. to receive, hold, disburse, invest, encumber, manage and transfer property, real or personal, provided that in buying, selling and mortgaging real property, approval of the congregation at a duly constituted meeting shall be required.
2. to accept and execute deeds of title to property; hold and defend title to property; manage any permanent special funds for the furtherance of the purposes of the church enter into, make and perform and carry out contracts and other transactions of every kind for any lawful purpose without limit to amount; and carry out all other actions permitted pursuant to the statutes of the State of Connecticut under which the Corporation is organized and the Corporations Articles of Incorporation.
3. The powers and duties of the Corporation shall be exercised by the *Officers* of the Corporation as directed by Session in accordance with these bylaws and the Constitution of ECO***.***

**ARTICLE IX**

**OTHER**

Section 1: The ecclesiastical affairs of **Church** shall be governed by these bylaws and by the Constitution of ECO. The provisions of the Constitution of ECO shall prevail in the event of conflict or contradictions with provisions of these bylaws. The corporate affairs of the **Corporation** shall be governed by these bylaws and the Statutes of the State of Connecticut. In the event of conflict or contradiction with such Statutes, the Statutes shall prevail.

**ARTICLE X**

**AMENDMENTS**

Section 1 : These bylaws may be amended at any regular or special meeting of the congregation by a two thirds vote of the members present at such meeting, when a quorum is present, provided that a printed distribution of the proposed changes has been made in connection with the call of the meeting. Amendments shall not conflict in any way with the Statutes of the State of Connecticut nor the Constitution of ECO.

\* \* \* \* \* \*

I, the undersigned, certify that I am presently duly elected *Clerk of Session* of Church, and the above bylaws are the bylaws of Church and Corporation as last amended at a meeting of the congregation properly warned and held on the 23 day of October 2016

**Attested: Allison Lowrie, Clerk of Session**

***EXCERPT SECTION 1.0603 OF ECO “POLITY”***

***RESPONSIBILITIES AND AUTHORITY OF SESSION***

The session has **responsibility** and **authority** for governing the congregation and guiding its mission for Christ in the world. In the Reformed tradition the marks of the church are the proclamation of the Word, the Sacraments rightly celebrated, and the exercise of discipline. Therefore, the session shall:

a. Provide for the worship and educational life of the congregation; provide a place where the congregation may regularly worship; provide for the regular preaching of the Word by persons properly approved; oversee the planning and the ordering of the worship services of the congregation; lead the congregation in ministries of evangelism, compassion, and justice; and develop and nurture relations with other congregations.

b. Authorize and provide for the regular celebration of the Lord’s Supper; authorize the administration of Baptism; exercise due care and provide sufficient education to the congregation and to new believers that the Sacraments may be rightly received as means of grace.

c. Plan for and provide means of discipleship for the congregation and new believers; provide for and nurture the common life of the congregation; receive and dismiss members; exercise oversight of all programs and finances of the congregation; train, examine, ordain and install those men and women chosen to serve as elders and deacons; lead and teach the congregation in matters of stewardship and Christian living; direct the ministry of deacons, trustees, and all other organizations of the congregation; bear witness against error in doctrine and practice; and serve in judicial matters pertaining to the congregation as specified in the Rules of Discipline.

d. Elect elder commissioners to the presbytery and may propose to the presbytery matters of common interest or concern as well as proposals to amend this Constitution. The maximum number of elder commissioners which the session may elect shall be equal to the number of pastors with voting authority as set forth in Section 2.0401 serving the congregation. The session is encouraged in its selection of elder commissioners to promote representation in areas of difference recognized as the basis of discrimination and inequality in church and society, namely race, ethnicity, gender, ability/disability, and age.

e. Maintain a Roll of Covenant Partners (members) and a Roll of Baptisms. The session may by its own rule grant affiliate status to members of a congregation in another Christian denomination.

f. The session shall adopt and administer an annual budget and shall publish it to the congregation. The session shall purchase appropriate casualty and liability insurance for the program and property. The session shall arrange for the congregation to participate in the synod’s plan of health and welfare benefits and program of assistance and relief covering the congregation’s pastors and full-time lay employees, as such plan is described in the membership agreement (unless the congregation and the synod agree to an alternative plan providing comparable coverage).

g. Arrange for an independent financial review annually, and shall publish the report to the congregation and to the presbytery.

h. Evaluate the congregation’s ministry and mission and report to the presbytery for reasons of mutual accountability and the sharing of best practices.