

BY-LAWS
OF
GOOD SHEPHERD PRESBYTERIAN CHURCH
11600 Los Alamitos Boulevard
Los Alamitos, California

ARTICLE I NAME AND RELATIONSHIP

Section 1 The name of this church shall be Good Shepherd Presbyterian Church of Orange County, Los Alamitos, California. This church was organized by the Presbytery of Los Angeles on January 21, 1962 and incorporated by the State of California on March 30, 1973.

Section 2 This church is a particular Congregation of the Presbyterian Church (USA) and is subject to the guidance and direction of the General Assembly, the Synod and the Presbytery of jurisdiction. These bylaws shall be in conformity with the Constitution of the Presbyterian Church (USA) as interpreted by the governing bodies of jurisdiction, and shall set forth the ecclesiastical and corporate structure and method of operation of this particular church.

Section 3 The principal office for the transaction of the business of this church including its corporate affairs shall be at 11600 Los Alamitos Boulevard, Los Alamitos, California, 90720.

ARTICLE II CONGREGATIONAL MEETINGS AND MEMBERSHIP

Section 1 All congregational meetings may deal with both "corporate" and "ecclesiastical" matters.

Section 2 Only communicant members in good and regular standing shall be entitled to vote at Congregational meetings. The Session shall determine the communicant membership. Voting by proxy is not allowed.

Section 3 There shall be an annual meeting of the Congregation in January of each year, at a time and place specified by the Session, for the purpose of transacting any business that may properly come before it.

Section 4 Special meetings of the Congregation may be called by the Session or by the Presbytery. Such calls shall state clearly the purpose of the meeting, and no other matter save that specified in the call may be considered.

Section 5 Public notice of the time, place and purpose of all meeting of the Congregation shall be given at least one week prior to the appointed time.

Section 6 A quorum for the transaction of business at all Congregational meetings shall consist of a minimum of one-tenth of the membership.

Section 7 The moderator of the Session shall preside. If he is unavailable to act, or if the subject to be discussed requires it, the Session may invite another minister of the Presbytery to preside. The Clerk of Session shall act as clerk, or if he/she is unavailable to act, a clerk shall be designated by the Session.

Section 8 Meetings shall be conducted in accordance with the General Rules for governing bodies of the Presbyterian Church (USA) insofar as they apply, and when they do not apply according to the usual legislative rules of order.

Section 9 The minutes of a Congregational meeting shall be referred to the Session for approval at its next Stated meeting, and upon approval shall be incorporated in Session records.

ARTICLE III NOMINATION AND ELECTION OF CHURCH OFFICERS

Section 1 The Church Officer Nominating Committee shall consist of nine (9) members. Each year at the February stated meeting of the Session, the Session shall elect two (2) of its members, one (1) as Chairperson and one (1) as Co- Chairperson. The Co-Chairperson should have at least on year tenure beyond the current year with the intent of being the Chairperson in the following year. The Deacons shall elect one (1) of their members to serve on the committee. Five (5) members of the committee shall consist of one (1) member each representing the Men's Ministry, Women's Ministry, Youth Ministry, Children and Family Ministry, and the Choir. The Officer Nominating Committee shall nominate one (1) member-at-large, who is not a current church officer, as a candidate to be elected to the Officer Nominating Committee by the Congregation at the January Annual Congregational Meeting. Nominations for the member-at-large may be made from the floor provided that the nominee has been asked and will serve if elected. If there is more than one (1) candidate, the vote must be by ballot. The ~~Pastor~~ **Moderator of Session Rev. (8)** shall be an ex-officio member of the Committee without a vote. The Officer Nominating Committee shall ensure that the composition of the committee meets the demographic and other requirements of the Book of Order ~~GT-14.0201(b). Rev.(7)~~ **G-2.0401 Rev. (8)**

Section 2 No non-clergy member of the committee may serve more than ~~two (2)~~ three (3) consecutive years. Rev (7)

Section 3 The Nominating Committee shall present one eligible person for each office of ~~Elder-Trustee~~ **Ruling Elder Rev. (8)** and Deacons to be filled. Public notice of the names of the nominees shall be given at least one week prior to election. Additional nominations may be made from the floor. Any person nominated shall have given his/her consent to be nominated.

- Section 4 ~~Elder-Trustees~~ **Ruling Elders Rev. (8)** and Deacons shall be elected at a meeting of the Congregation called for this purpose by the Session. There shall always be three classes of ~~Elder-Trustees~~ **Ruling Elders Rev. (8)** and Deacons as nearly equal in number as possible, one class only of which shall expire each year. Terms shall always be for three years, except when it is necessary to elect some for shorter terms in order to equalize the numbers in the classes or to fill vacancies. ~~An Elder-Trustee~~ **A Ruling Elder Rev. (8)** or Deacon having served for **either** one full term, plus any partial term, **or two full terms**, shall be ineligible to serve for a further term until at least one year has elapsed.
- Section 5 Election may be by acclamation if there be but one candidate for office. If there be two or more candidates, election shall be by ballot. A majority vote elects.
- Section 6 Elected ~~Elder-Trustees~~ **Ruling Elders Rev. (8)** and Deacons shall be installed, and ordained if required, in a regular ~~Sunday morning church~~ **weekend worship** service appointed by the Session following a period of study and preparation and their examination by the Session.
- Section 7 For good cause, ~~an Elder-Trustee~~ **a Ruling Elder Rev. (8)** or Deacon may resign from office with the consent of the Session. Vacancies shall be filled as soon as practicable and in the same manner as the original elections.
- ARTICLE IV SESSION
- Section 1 The Session shall have authority over all the affairs and activities of this church, including administrative responsibility both ecclesiastical and corporate. The Session shall be composed of fifteen (15) (rev6) ~~Elder-Trustees~~ **Ruling Elders Rev. (8)** in active service, ~~the associate pastors~~ **Teaching Elders Rev. (8)** and the ~~Pastor~~ **Executive Teaching Elder Rev. (8)** as moderator. In his absence, the moderator may be a member of the Presbytery, appointed by it or with the approval of the ~~Pastor~~ **Executive Teaching Elder Rev. (8)**, appointed by the Session.
- Section 2 The Session shall elect a Clerk from within or without its own membership. The Session shall annually appoint from its membership elders to serve on each of its committees. Congregation members may be added to any of its committees.
- Section 3 The Session shall meet monthly at a time and place designated by it, except as cancelled by its previous action. Special Session meetings may be called by the Moderator upon notice to all members and shall be called upon the request of any two or more members thereof, or upon the direction of the Presbytery. A quorum for the transaction of business shall be one-third of the membership.

ARTICLE V BUDGET AND FINANCE

- Section 1 Budget making and the securing of revenues is a responsibility of the Session. The Session shall be responsible for collection, holding, dispersing and accounting of all church funds.
- Section 2 The total budget for all causes shall be prepared by the Session. The budget as approved by the Session shall be presented to the Congregation for review and support.
- Section 3 This church shall not sell, mortgage or otherwise encumber any of its real property, nor shall it acquire real property subject to any encumbrance or condition, without the written permission of the Presbytery transmitted through the Session, provided further 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.

ARTICLE VI BOARD OF TRUSTEES

- Section 1 Members. The ~~Elder-Trustees~~ **Ruling Elders Rev. (8)** in active service shall also constitute the membership of the Board of Trustees, herein called the Board.
- Section 2 Powers. The Board shall meet to process formal corporate documents and to perform duties required of it by law. The Session normally will handle all matters regarding this church not requiring formal corporate action. The corporate powers of this Corporation shall be exercised by the Board. Subject to these bylaws, the Board shall have all powers granted to a nonprofit Corporation by the laws of California.
- Section 3 Meetings. Meetings of the Board may be held at the same time and place as Session meetings. A quorum for the transaction of business shall be one-third of the membership.
- Section 4 Delegation of Authority. The Board may authorize any officer or officers to enter into any contract and execute any instrument in the name of, and on behalf of, this Corporation. They may be given authority in the name of the Corporation to borrow money or incur indebtedness and to cause to be executed and delivered promissory notes, deeds of trust, mortgages, pledges, or other evidence of debt or security therefor. Unless so authorized, no officer, agent or employee shall have any power or authority to bind this Corporation by any contract or agreement.
- Section 5 Officers. The officers of this Corporation shall be President, Secretary, and Treasurer. The officers of this Corporation shall be elected annually by the Board and shall serve at the pleasure of the Board. A vacancy in any office, caused by death, resignation, removal, or any other cause, shall be filled by the Board at any regular or special meeting.

ARTICLE VII BOARD OF DEACONS

- Section 1 The Deacons shall consist of ~~Twenty-one (21) (rev 6)~~ **Twelve Rev. (8)** members elected by the Congregation. The ~~Pastor and associate pastors~~ **Teaching Elders Rev. (8)** shall be advisory members. The Board of Deacons shall elect a moderator and a secretary from among its members. Meetings shall be held regularly, or upon call of the moderator, or when directed by the Session. The records of the Board will be submitted to the Session at least annually.
- Section 2 The office of Deacon is one of sympathy, witness, and service. It is the duty of the Deacons to minister to those who are in need, to the sick, to the friendless, and to any who may be in distress. They shall assume other duties as may be delegated to them by the Session.

ARTICLE VIII AMENDMENTS

- Section 1 Amendments to these bylaws may be made by the Congregation and shall require a two-thirds approval of those members present. A written notice containing the proposed changes shall be given at least seven days before the meeting at which action thereon is to be taken.

3/18/73
Rev. (1) 11/13/87
Rev (2) 11/8/91
Rev (3) 12/07/97
Rev (4) 1/23/98
Rev (5) 2/24/02
Rev (6) 1/28/05
Rev (7) 1/28/09
Rev (8) 1/29/13