

BY-LAWS FOR THE CONGREGATION OF THE RED CLAY CREEK PRESBYTERIAN CHURCH

(Revised 1/2020)

ARTICLE 1 – NAME

The name of this church shall be the Red Clay Creek Church, also known as the Red Clay Creek Presbyterian Church, of Mill Creek Hundred, Delaware.

ARTICLE II – PURPOSE

The purpose of the church is to engage in the usual ecclesiastical and secular affairs of the local church in accordance with the "Constitution of the Presbyterian Church (U.S.A.)". The church shall have all those secular powers of a corporation under the Religious Corporation Law of the State of Delaware, including the right to acquire, hold, sell, lease, convey, mortgage or otherwise encumber real and personal property.

ARTICLE III – MEETINGS

1. **Annual Meetings.** An annual meeting of the congregation shall be held in the church edifice, McKennan's Church Road, Mill Creek Hundred, Delaware, in January of each year on a date set by the Session of the church. At such meeting the church may transact any business of the church, whether corporate or ecclesiastical, properly coming before it.
2. **Election of Officers.** The class of incoming Officers of the church (Ruling Elders and Deacons) shall be elected at the annual meeting of the congregation. Officer vacancies that may arise throughout the year will be elected as needed through a Special Congregational Meeting called for that purpose.
3. **Special Meetings.** Special Meetings of the congregation of the church may be called by the Session or the Presbytery at any time. No business shall be transacted at a special meeting except business described in the notice thereof.
4. **Notice.** Notice of the time, place and purpose of all meetings, annual or special, shall be given at a regular church service and in church communications for at least the two weeks preceding the day of the meeting. In the case of annual meetings and in the case of special meetings called for the purpose of filling vacancies among the church officers, notice thereof shall be advertised in compliance with state law.
5. **Moderator.** As directed in the Book of Order one of the Pastors shall be the moderator and preside at all meetings of the congregation, except as otherwise provided by the Constitution of the Presbyterian Church (U.S.A.).
6. **Clerk.** The Clerk of Session shall be clerk of all meetings of the congregation for all purposes, except that in the case of inability to attend or so act, the Moderator shall designate an acting clerk.
7. **Qualification for Voting.** All communicant members present and in good and regular standing are qualified to vote with respect to ecclesiastical affairs and corporate affairs of the church. Voting by proxy is not allowed.

8. **Quorum.** For congregational meetings, a congregational quorum shall consist of ten percent of the communicant members entitled to vote. If a quorum be not present at any meeting of the congregation, the members present in person may adjourn to such future time as shall be determined by them, and notice of the adjourned meeting shall be given in accordance with these By-Laws.
9. **Prayer.** All meetings of the congregation shall be opened and closed with prayer.
10. **Adjourned Meetings.** An annual or special meeting of the congregation shall be adjourned, as the circumstances may require, to a time certain, and from time to time. Notice of the adjourned meeting shall be given in accordance with Article III, Section 4, of these By-Laws.

ARTICLE IV – THE SESSION

1. **Composition.** The Session shall consist of the Pastors and 18 Ruling Elders who shall be communicant members of the church in good and regular standing. The ruling Elders shall be divided into three equal classes. One class shall be elected each year at **the annual congregational meeting (as described in Article III, Section 2, of these By-Laws)**. Each class shall be elected for a term of three years, at the annual congregational meeting with installation to occur as soon thereafter as practical.
2. **Term.** No ruling Elder having served two full three-year terms on the Session, shall be eligible to be elected to the Session for a new term, until one year has elapsed. A person elected to fill a vacancy on the Session shall be eligible for reelection to the next class, but shall not serve on the Session in excess of six years of continuous service.
3. **General Powers and Duties.** The powers and duties of the Session shall be those enumerated in the Scriptures and in the "Constitution of the Presbyterian Church (U.S.A.)". The Session shall have full administrative responsibility for the church. It may establish regular committees to which it may add other communicant members in good and regular standing of the congregation. The Session may also establish special committees to be responsible to the Session. The Session will assign from its body candidates to sit on the boards, councils or commissions of any corporations, trusts, or other legal entities connected with the church in accordance with each such entity's bylaws or other governance documents.

ARTICLE V – THE BOARD OF DEACONS

1. **Composition.** The officers of the church shall include a Board of Deacons, separate from but subordinate to the Session. The Board of Deacons shall consist of 24 communicant members of the church in good and regular standing. The Deacons shall be divided into three equal classes. One class shall be elected each year at the **annual congregational meeting (described in Article III, Section 2, of these By-Laws)**. Each class shall be elected for a term of three years, at the annual congregational meeting with installation happening as soon thereafter as practical. In order to reach the total of 24 Deacons, each incoming class beginning with the first class of Deacons elected by the congregation in 2021, will be reduced by 2 until all three class have 8 members each.
2. **Term.** No Deacon having served two full three-year terms on the Board of Deacons, shall be eligible to be elected to a new term until one year shall has elapsed. A person elected to fill a vacancy on the Board of Deacons shall be eligible for reelection to the next class, but shall not serve on the Board of Deacons in excess of six years of continuous service.
3. **General Powers and Duties.** The duties of the Board of Deacons shall be those enumerated in the Scriptures and in the "Constitution of the Presbyterian Church (U.S.A.)" as well as such additional duties as may be assigned by the Session. The Board of Deacons may establish regular committees to which it may add other communicant members in good and regular standing of the congregation. The Board of Deacons shall annually select such officers as it may determine to maintain good order.

ARTICLE VI – TRUSTEES

The members of the Session shall constitute the Trustees of the Delaware religious corporation, entitled "Red Clay Creek Presbyterian Church" (hereafter "corporation").

1. **Trustees.** All persons elected as members of the Session shall also, under Title 27, Chapter 1, Delaware Code, be and are the only persons eligible to be trustee; and shall serve as trustees for the same term as their election as members of the Session. A member of the Session shall be known as a "Ruling Elder" except when it is necessary to designate members of the Session as "Trustees" in order to carry out the purposes of the corporation. The members of the Session shall have the powers, authority, obligations and benefits provided for trustees in Title 27, Chapter 1, Delaware Code, unless limited, altered or added-to by these By-Laws.
2. **Composition.** The Session shall elect one of its members Chairperson of the Trustees, and the Chairperson "shall have custody of the seal and all books and papers of the corporation, shall oversee the making of fair entries therein of all the proceedings of the Trustees" and shall perform such other duties as the Session shall require. The congregation and the Session shall have access to the books and papers of the corporation (27 Delaware Code S107). The Session shall also elect a Vice-Chairperson, a Secretary and a Treasurer of the Trustees. The same person may serve as one or more of such officers. The person chosen by the Session to be Treasurer shall serve as Treasurer of the corporation
3. **Term.** The Chairperson, Vice-Chairperson, Secretary and Treasurer shall each be elected for a term of one year or until their successors are elected and qualified.
4. **Duties.** The Trustees and the four officers of the Trustees shall have the power, authority, obligations and benefits provided for corporate directors and officers in the General Corporation Law of the State of Delaware and 27 Delaware Code, Chapter 1, unless limited, altered or added-to by these By- Laws. Any reference to "President" and "Vice- President" in the documents of the corporation shall be construed to mean "Chairperson" and "Vice-Chairperson" respectively.

ARTICLE VII – NOMINATIONS, ELECTIONS & VACANCIES

1. **Vacancies.** Any vacancy occurring in the Session or Board of Deacons may be filled, for the unexpired term, by a special election at a special meeting of the congregation called by the Session for that purpose. In such cases, nominations shall be made by the congregational Nominating Committee, or from the floor as provided in Article VII, Section 2.

All elections shall be by voice vote unless some other form of voting, such as secret ballot, shall be ordered by a majority of those present at the meeting. A majority of the total votes cast for any office shall be necessary to elect to any office.

2. **Nominations.** In addition to the procedure provided in Article VII, Section 3, for presentation of the nominees by the Nominating Committee, nominations may be made from the floor by any eligible communicant present provided that the nominee consents to being nominated at or prior to the meeting.
3. **Church Nominating Committee and Nominations.**
 - a. **Composition.** A nominating committee shall be chosen annually. This committee shall be comprised of 3-5 communicant members of the church in good and regular standing. One member of this committee shall be elected by and from the Session, and shall be named by the Session as chairperson. One member of the Nominating Committee shall be elected by and from

the Board of Deacons. Additional members of the committee who are communicant members of the church in good and regular standing shall be elected by the congregation. None of the congregant members elected to the committee may be in active service on the Session or the Board of Deacons. A Pastor shall be a member of the Nominating Committee, ex-officio, but without vote.

- b. **Term.** All members of the nominating Committee shall serve for a term of one year or until their successors are elected. Members' terms shall encompass the time between annual meetings.
- c. **Duties.** The Nominating Committee will identify candidates to fill the following roles:
 - i. **Session Class.** Number of candidates to achieve the designated class size.
 - ii. **Deacon Class.** Number of candidates to achieve the designated class size.
 - iii. **Financial Review Committee.** As specified in Article VIII Section 3
 - iv. **Nominating Committee.** As specified in Article VII Section 3a.
 - v. **Charge.** In seeking the candidates specified in Article VII Section 3 C i - iv the Nominating Committee shall consider all suggested nominees and others, based upon availability and qualification. The Nominating Committee shall notify the congregation of the proposed slate at least two weeks prior to the annual meeting. The slate of nominees as presented by the Nominating Committee, in addition to any nominations made from the floor, shall constitute the candidates for election. Should the list of candidates exceed the Session mandated class size voting will be on a candidate basis rather than as a slate with the candidates receiving the most votes being elected to meet the class size.

ARTICLE VIII – FINANCES

1. **Calendar.** The fiscal year shall be the calendar year.
2. **The Budget.** At the annual meeting, an operating budget shall be presented by the Session to the congregation. The adoption of the budget by the Session shall be considered sufficient authorization for the disbursements of funds under direction of the Session. All ordinary fiscal affairs of the church shall be governed by the budget adopted by the Session. The Session may expend or retain as surplus, funds which may be received in any year in addition to the revenues anticipated in the budget.
3. **Financial Review Committee.** The congregation at the Annual Meeting shall elect a Financial Review Committee of not less than three persons whose duty shall be to review all books, financial records, and financial processes of the church once each year. Neither the Treasurer nor any member of the Finance Committee of the Session shall be a member of the Church Financial Review Committee.
4. **Audit.** An outside audit or outside financial review of the finances of the Church will be conducted at least every five years.

ARTICLE IX – AMENDMENTS

Except such as are required by the Constitution of the Presbyterian Church (U.S.A.), these By- Laws may be amended, altered, revised or repealed by a majority ratification of the communicant members entitled to vote at any regular, annual, or special called meeting for such purpose, if the notice of such proposed alteration, amendment, repeal, or adoption of new bylaws is contained in the two week (14) day notice of such meeting, special or otherwise.