

The Larchmont Avenue Church By-Laws

(Approved by the congregation and corporation of The Larchmont Avenue Church on April 18, 2004 and amended on April 6, 2008, December 7, 2014, November 22, 2015, and [DATE, 2020])

ARTICLE I NAME

The name of this Church is The Larchmont Avenue Church (hereinafter referred to as the "Church"). The Church was incorporated in accordance with a Certificate of Incorporation filed in the office of the Clerk of the County of Westchester in the State of New York on March 5, 1915.

ARTICLE II RELATION TO THE PRESBYTERIAN CHURCH (U.S.A.)

The Church is a member church of the Presbytery of Hudson River in the Synod of the Northeast of the Presbyterian Church (U.S.A).

ARTICLE III GOVERNANCE

1. Constitution, By Laws and Rules of Order. The Church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*, including the *Book of Confessions* and the *Book of Order*. Consistent with that Constitution, these by-laws shall provide specific guidance for the Church; *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

2. Fellowship in Governance. The law and government of the Presbyterian Church presuppose the fellowship of women and men with their children in voluntary covenanted relationship with one another and with God through Jesus Christ. The organization rests upon the fellowship and is not designed to work without trust and love.

3. The Session. The members of a particular church voluntarily put themselves under the leadership of their officers, whom they elect. The Session, which consists of the pastor or co-pastors, the associate pastors, and the elders in active service (hereinafter the "Elders", and together with the pastor or co-pastors and the associate pastors, the "Session"), is the governing body of the Church, with full responsibility for leadership, government and discipline and the duty to strengthen and nurture the life of the Church.

Book of Order G-1.0102. G-1.0103, G-3.0105.

ARTICLE IV
CORPORATION

A corporation shall be maintained in accordance with the laws of the State of New York. The trustees of this corporation shall be the trustees elected pursuant to these by-laws (hereinafter the "Trustees").

ARTICLE V
PURPOSE

The purposes, "Great Ends of the Church," are:

- (a) The proclamation of the gospel for the salvation of humankind;
- (b) The shelter, nurture and spiritual fellowship of the children of God;
- (c) The maintenance of divine worship;
- (d) The preservation of the truth;
- (e) The promotion of social righteousness; and,
- (f) The exhibition of the Kingdom of Heaven to the world.

Book of Order F-1.0304.

ARTICLE VI
MEETINGS OF THE CHURCH

1. Annual Meeting. There shall be an annual meeting of the congregation of the Church held in the church building each January, on a day and at a time to be determined by the Session. The meeting shall be conducted to receive annual reports from organizations and committees and the financial report for the preceding year; receive the budget for the current year as approved by the Session and the Trustees; approve changes in the terms of call for the pastors; and for the transaction of any other business properly coming before such meeting.

2. Election of Officers. Annually, at a date, time and place to be determined by the Session, a meeting of the congregation and corporation shall be held to elect as officers of the Church: Elders, Trustees, members of the board of deacons (hereinafter the "Board of Deacons," and, individually, "Deacons"), and members at large of the Nominating Committee (as defined in Article XI).

3. Special Meetings. Special meetings of the congregation may be called by the Session or by the Presbytery of Hudson River (hereinafter referred to as the "Presbytery"). Such calls shall state the purpose of such special meeting, and no other matter save that specified in the call may be considered.

Book of Order G-1.0501, G-1.0502, G-1.0503.

ARTICLE VII
NOTICE OF MEETINGS

Notice of the time and place of any congregational meeting and the purpose of any special meeting shall be given in printed and verbal form on at least two successive Sundays prior to the meeting. When the meeting is called for the purpose of electing a pastor, the notice shall be given in printed and verbal form at least ten days in advance, which shall include two successive Sundays.

Book of Order G-1.0502.

ARTICLE VIII
MODERATOR

The senior pastor shall moderate meetings of the congregation. The president of the board of Trustees shall moderate meetings of the corporation.

When the church is without a pastor, the moderator of the Session appointed by the Presbytery shall preside at all congregational meetings. If the pastor or moderator is unable to preside, or if the pastor and the Session agree that the subjects to be discussed require it, another minister of the Presbytery shall be invited by the Session to preside. This invitation shall be cleared through the Presbytery.

Book of Order G-1.0504.

ARTICLE IX
SECRETARY

The clerk of the Session shall be the secretary of the meetings of the congregation. In the absence of the clerk, the moderator of the congregational meeting shall designate a secretary of the meeting in his or her stead.

Book of Order G-1.0505.

ARTICLE X
QUORUM AND VOTING

1. Quorum. A quorum of the congregational meeting shall consist of ten percent of the membership eligible to vote.
2. Voting. All active members of the Church in good standing, as defined by the Church in its Officers Manual, and who are present in person shall be entitled to vote. Voting by proxy is not permitted. Unless otherwise required by the Book of Order, a majority of the voters present shall be required to decide any matter or question.

3. Electronic Meetings. The congregation may meet by electronic means if all members have notice of the electronic meeting and the ability to discuss and vote on business items. The quorum for such a meeting is ten percent of the membership eligible to vote.

Book of Order G-1.0501.

ARTICLE XI
NOMINATING COMMITTEE

The congregation shall establish a nominating committee, which shall propose candidates to fill vacant positions on the Session, Trustees and Deacons. Those candidates proposed for election by the nominating committee, as well as any nominations received from the floor, will be presented to the congregation for election at an annual meeting, duly called for that purpose. The congregation shall form a nominating committee in the following manner and subject to the following rules:

- (a) There shall be seven members on the nominating committee:
 - (i) Two of the members shall be members of the Session, and one of the members of the Session shall serve as moderator of the committee;
 - (ii) One of the members shall be designated by and from the Trustees;
 - (iii) One of the members shall be designated by and from the Board of Deacons; and
 - (iv) Three “at-large” members shall be nominated and elected at the meeting called annually for such purpose.
- (b) Members of the committee shall be elected annually. Session, Trustees and Deacons may appoint their designees for successive terms. At-large members shall not be elected to serve more than 2 consecutive terms as an at-large member, and at least 3 of the at-large members shall not have served on the Nominating Committee in the preceding year either as a Board designee or at-large member.
- (c) The pastor shall be a member ex officio and without vote.
- (d) The nominating committee shall bring to the congregation nominations only for the number of positions to be filled.
- (e) The floor shall be open for nominations at the nominating meeting.
- (f) To place a name in nomination, the nominator shall have first ascertained the willingness of the person nominated to serve in that position.

G-2.0401.

ARTICLE XII
SESSION

1. Moderator. The senior pastor shall be the moderator of the Session.
2. Election of Elders. The congregation shall elect twelve Elders divided into three equal classes, one class of whom shall be elected each year at the congregational meeting called for such purpose for a three year term. No Elder shall serve for consecutive terms, either

full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for reelection to the same board for a period of at least one year.

3. Election of Clerk, Formation of Committees, Quorum. The Session shall elect an Elder or Elders to serve as clerk or co-clerks of the Session for one year terms. A clerk or co-clerk may be re-elected by the Session but shall not serve more than six consecutive terms. The Session shall form such committees as necessary to carry out its work. Committee chairpersons may invite anyone who is active in the life of the congregation to serve on such committees. A quorum for the Session shall be the pastor or other presiding officer and one-third of the Elders.

4. Duties. Elders are elected by the people. Together with ministers of the Word and Sacrament, they exercise leadership, government and discipline and have responsibility for the life of a particular church as well as the church at large, including ecumenical relationships. It is the duty of Elders, individually and jointly, to strengthen and nurture the faith and life of the congregation committed to their charge.

Book of Order G-2.0301, G-2.0404, G-3.0104, G-3.0201, G-3.0203.

ARTICLE XIII TRUSTEES

1. Election of Trustees. The congregation shall elect nine Trustees divided into three equal classes, one class of whom shall be elected each year at the congregational meeting called for such purpose for a three year term. No Trustee shall serve for consecutive terms, either full or partial, aggregating more than six years. A Trustee having served a total of six years shall be ineligible for reelection to the same board for a period of at least one year.

2. Election of Officers, Formation of Committees, Quorum. The Trustees shall designate a presiding officer or officers and secretary and shall form such committees as necessary to carry out their work. Committee chairpersons may invite anyone who is active in the life of the congregation to serve on the committees. A quorum for the Trustees shall be one-third of the Trustees.

3. Duties. The Trustees shall serve as the Board of Directors of the corporation formed and maintained by the Church and shall have the following powers: to receive, hold, encumber, manage and transfer property, real or personal, for the Church; to accept and execute deeds of title to such property; to hold and defend title to such property; and to manage any permanent special funds for the furtherance of the purposes of the Church, all subject to the authority of the Session and under the provisions of the *Constitution of the Presbyterian Church (U.S.A.)*; and 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 and the approval of the Presbytery.

4. Treasurer. The Session shall elect a treasurer to serve for a term of one year (hereinafter the "Treasurer"). The Treasurer may be re-elected at the end of the term. The Treasurer shall:

- (a) Propose financial procedures and processes to the Trustees for adoption;
- (b) Keep full and accurate account of all moneys and obligations received and paid;
- (c) Exhibit such books to the Finance Committee of the Trustees, the Trustees, and the Session; and
- (d) Arrange for the annual review of the books by an outside provider, such as an auditor.

Book of Order G-3.0205, G-4.0101, G-4.0102, G-4.0206.

ARTICLE XIV DEACONS

1. Election of the Board of Deacons. The congregation shall elect fifteen Deacons divided into three equal classes, one class of whom shall be elected each year at the congregational meeting called for such purpose for a three-year term; and up to two youth Deacons, who shall be elected each year at the congregational meeting called for such purpose for a term of one year. No Deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A Deacon having served a total of six years shall be ineligible for reelection to the same board for a period of at least one year.

2. Election of Moderator, Formation of Committees, Role of Associate Pastor, Quorum. The Board of Deacons shall elect a moderator or co-moderators and a secretary from among its members and shall form such committees as necessary to carry out its work. The associate pastor shall be an ex officio member of the Board of Deacons. A quorum for the Board of Deacons shall be one third of its members, including the moderator.

3. Duties. It shall be the duty of Deacons first, to minister to those who are in need, to the sick, to the friendless, and to any who may be in distress both within and beyond the community of faith. They shall assume such other duties as may be delegated to them from time to time by the Session, including leading the people in worship through prayers of intercession, reading the Scriptures, presenting the gifts of the people, and assisting with the Lord's Supper.

Book of Order G-2.0201, G-2.0202, G-2.0404.

ARTICLE XV VACANCIES

Vacancies on the Session, Trustees or Board of Deacons may be filled at a special meeting of the congregation or at the annual meeting, as the Session may determine.

ARTICLE XVI
ELECTRONIC MEETINGS AND REMOTE PARTICIPATION

1. Remote Participation in Physical Meetings. Members of Session, Trustees, Deacons, or of any committee thereof, may participate in a meeting by means of telephone conference call or other electronic means so long as all persons participating in the meeting can hear each other. [Participation in a meeting by such means shall constitute physical presence at such meeting]. Members who wish to attend a meeting by telephone conference call or other electronic means must give the Moderator or Clerk notice as soon as is practicable before the commencement of the meeting, so that a call-in number or other suitable arrangements may be established. All members attending meetings by telephone conference call or other electronic means shall be entitled to vote as if they were personally and physically present at the meeting [so long as a quorum of the board or committee is physically present]. Meeting minutes shall indicate whether any members were present via telephone conference call or other electronic means.

2. Remote Meetings. During emergencies or under other circumstances where physical meetings are impractical, boards and committees may decide, pursuant to a majority vote, to meet and conduct business via electronic video and/or audio teleconference. Notice of the date, time and set-up procedures of electronic meetings must be given by the group's chairperson or moderator. Actions taken during teleconference meetings shall be reported to the Presbytery in the same manner as actions taken at physical meetings. Minutes of teleconference meetings shall be treated as official minutes, and must be approved by the entity at its next physical or electronic meeting.

3. Voting by Electronic Means. Boards and Committees may cast binding votes through email or other individually addressed electronic platform. In such cases, the chair or moderator of the entity will make a motion (a second is not required) by distributing the motion's text and background material to all members of the entity via email or other electronic means. The moderator or chairperson will also indicate the deadline for receipt of responses and offer the opportunity for any member to call for an electronic or physical meeting to discuss the motion. All votes must be cast by "reply all" or some other manner through which all members are made aware of the votes as they are cast. The number of votes received under this process must meet or exceed the group's quorum.

ARTICLE XVII
ADOPTION AND AMENDMENTS

These by-laws shall be adopted by a two-thirds vote of the voters present at a congregational meeting called for such purpose by the Session. The by-laws may be amended subject to the Articles of Incorporation, the laws of the State of New York and the *Constitution of the Presbyterian Church (U.S.A.)* by a two-thirds vote of the voters present at a congregational meeting called for such purpose, providing that the proposed

changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.