

**BYLAWS**  
**OF**  
**THE FIRST PRESBYTERIAN CHURCH**  
**OF**  
**NEWARK, DELAWARE**

**MAY 14, 2023**

**BYLAWS OF THE FIRST**  
**PRESBYTERIAN CHURCH OF NEWARK, DELAWARE**

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# **BYLAWS OF THE FIRST PRESBYTERIAN CHURCH OF NEWARK, DELAWARE**

## **ARTICLE I**

### **Authority of Bylaws**

- 1.1 These Bylaws constitute the rules and procedures adopted by the First Presbyterian Church of Newark, Delaware, for regulation and management of its ecclesiastical and corporate affairs.
- 1.2 These Bylaws shall be subordinate to: a) the Constitution of the Presbyterian Church (U.S.A.) and its provisions, b) the *Book of Order*, c) the provisions of its incorporation in the State of Delaware, and d) the laws of the State of Delaware.

## **ARTICLE II**

### **Statement of Purpose and Mission**

- 1.1 The First Presbyterian Church of Newark Delaware has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world. These Bylaws are intended to provide a governance structure for the Church to accomplish its purpose and mission.

## **ARTICLE III**

### **Relation to the Presbyterian Church (U.S.A.)**

- 1.1 The First Presbyterian Church of Newark is a member church of the New Castle Presbytery and the Mid-Atlantic Synod of the Presbyterian Church (U.S.A.).

## **ARTICLE IV**

### **Incorporation**

- 1.1 In accordance with the laws of the State of Delaware, the Congregation caused a corporation to be formed on April 16, 1867.
- 1.2 The registered office of the Corporation shall be located at 292 West Main Street, Newark, Delaware 1

## **ARTICLE V**

### **Liturgical Year and Fiscal Year**

- 1.1 The Liturgical Year begins on Advent.
- 1.2 The Fiscal Year for financial and business purposes of the Church and the Corporation is the calendar year beginning January 1 and ending December 31 of the same year.

## **ARTICLE VI**

### **Governance of the Congregation and Corporation**

- 1.1 The First Presbyterian Church of Newark shall be governed in accordance with the Constitution of the Presbyterian Church (U.S.A.). Consistent with that Constitution, these Bylaws shall provide specific guidance for the Church Congregation.
- 1.2 The Congregation is governed by its Session which is also vested with the duties and responsibilities for governing the Church Corporation. All members of the Session serve as Trustees of the Corporation.
- 1.3 Roberts Rules of Order (Most Recently Revised) shall be used for parliamentary guidance.

## **ARTICLE VII**

### **Members of the Church**

- 1.1 Membership with this church shall be available by profession or reaffirmation of faith in Christ or letter of transfer from the active rolls of another church as specified in the Presbyterian Church (U.S.A.) *Book of Order* (G-1.04 et. Seq.). The Session shall have the responsibility to grant, change, or revoke membership. The categories of membership are enumerated below.
- 1.2 A Baptized Member is a person baptized in faith, recognized by the Session, who has not made a profession of faith. (G-1.0401)
- 1.3 An Active Member is a member of the Presbyterian Church (U.S.A.) who has been baptized in the faith, made a profession of faith in Christ, participates in worship and the work of this church, and has been recognized by the Session. (G-1.0402)
- 1.4 An Affiliate Member is a member of another church of this denomination, another denomination, or other Christian body, who is no longer able to attend the other church body but can attend the First Presbyterian Church of Newark (G-1.0403)
- 1.5 Other Participants are persons who are not members or cease active participation in the Presbyterian Church (U.S.A.). These persons are welcome and may participate in the work of the church and may worship with the Congregation but shall not vote on church matters and may not serve as an ordained officer (elder or deacon). (G-1.0404)

## **ARTICLE VIII**

### **Meetings of the Congregation and Corporation**

- 1.1 There shall be an annual meeting of the Congregation and Corporation in January or February of each year, during which at least the following business shall be presented:
  - a) Annual reports from the Session and other organizations and committees of the Church.
  - b) Financial reports for the preceding year.

- c) Budget for the current year.
  - d) Changes in the terms of call for the pastor(s).
  - e) Nominating committee report of progress for filling church officer positions (G-1.0501).
- 1.2 Special meetings of the Congregation may be called by the Session at any time. Such called meetings shall clearly state the purpose of such meetings, and business shall be restricted to that which is specified in the call. (G-1.0501)
  - 1.3 A special meeting of the Congregation shall be called, usually in May or June of each year, for the purpose of electing Ruling Elders to serve on the Session and for Deacons to serve on the Board of Deacons and for members of the Nominating Committee.
  - 1.4 Notice of all congregational and corporate meetings, including annual and special meetings, shall be given. This includes notice given at regular services of worship prior to the meeting. Notice of all meetings of the Congregation and Corporation shall require church-wide announcements at least two weeks prior to the meeting.
  - 1.5 The Moderator of Meetings shall be the installed pastor. If there are co-pastors, they shall alternately preside over meetings. When the church is without an installed pastor, the moderator appointed by the Presbytery shall preside. If it is impractical for the pastor or the moderator appointed by the Presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of within the Presbytery to preside. A member of Session may preside if invited by the installed pastor.
  - 1.6 The Secretary of Meetings is the Clerk of Session. If the clerk is not present or is unable to serve, the Congregation shall elect a Secretary at the beginning of the meeting.
  - 1.7 The minutes of the meeting shall be recorded by the Secretary and shall be attested by the Moderator and the Secretary, posted for Congregational comment, and recorded in the Minute Book of the Session. (G-1.0505)
  - 1.8 The quorum of a meeting of the congregation shall be the Moderator, the Secretary, and no fewer than 10 percent of the members of the Congregation. The Secretary shall determine that a quorum is present. All members of the Congregation present at either annual or special meetings are entitled to vote. Voting by proxy is not allowed. (G-1.0501)
  - 1.9 Electronic and virtual meetings of the Congregation and Corporation may be conducted, if approved by the Session.

## **ARTICLE IX**

### **Session and Corporation**

- 1.1 The Congregation shall elect no less than 7 and no more than 12 Ruling Elders to serve on the Session, who also serve as Trustees of the Corporation. Ruling Elders shall be elected at a special meeting for up to three-year terms. To the extent possible, the combined elected Ruling Elders shall be divided into three equal classes, one class of which shall be elected each year at the special called meeting. No Ruling Elder shall serve for consecutive terms, either full or partial, aggregating more than six years. A Ruling Elder who has served a total of six years shall be ineligible for re-election to the Session for a period of at least one year.

- 1.2 Installed pastors and associate pastors are members of the Session, with vote, pursuant to the *Book of Order* (G-3.02). The pastor shall serve as the Moderator of Session, and the Session shall not meet without the pastor or designated moderator.
- 1.3 The Session, at its first meeting following the annual meeting, shall elect a Clerk of Session. The Clerk may be a member of Session (ruling elder) or an elder who serves in an ex officio capacity without vote, as determined by the Session at its first meeting.
- 1.4 The Session, at its first meeting following the annual meeting, shall elect a Treasurer and Financial Secretary. The Treasurer and Financial Secretary may be members of Session or church members who serve in ex officio capacities without vote, as determined by the Session at its first meeting. The Treasurer and Financial Secretary are distinct positions and cannot be occupied by the same person.
- 1.5 The Session, at its first meeting following the annual meeting, shall elect officers of the Corporation. As a minimum, elected officers of the Corporation shall be a President and Vice-President, each of which shall be member of the Session. The Clerk of Session shall serve as Secretary of the Corporation and the Treasurer shall serve as the Treasurer of the Corporation.
- 1.6 The Session, at its first meeting following the annual meeting, shall renew committees of the Church. At any time, Session may abolish a committee or create a new committee.
- 1.7 The Session, as Trustees of the Corporation, and the Corporate Officers shall have the power and authority to carry out the affairs of the Corporation. Officers of the Corporation have the authority to execute and sign all Corporation and business-related documents.
- 1.8 The effective date of each term of a Ruling Elder starts on the day of installation.
- 1.9 For the Session to conduct official business and to vote, a quorum must be present. A quorum is a simple majority of current Session members. On matters requiring a vote, a simple majority of the quorum shall prevail.
- 2.0 The Session may by motion opt to conduct a meeting or a portion of a meeting in executive session. An executive session may or may not include ex officio members. Guests who have knowledge of the subject matter may be invited to attend the executive session.
- 2.1 The Session may conduct electronic and virtual meetings.

## **ARTICLE X**

### **Board of Deacons**

- 1.1 The Congregation shall elect no less than 7 and no more than 12 Deacons to serve on the Board of Deacons, who also serve as Trustees of the Corporation. Deacons shall be elected at a special called meeting for up to three-year terms. To the extent possible, the combined elected Deacons shall be divided into three equal classes, one class of which shall be elected each year at the special called meeting. No Deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A Deacon who has served a total of six years shall be ineligible for re-election to the Board of Deacons for a period of at least one year.

- 1.2 The Board of Deacons, at its first meeting following the annual meeting, shall elect a Chair and a Secretary from among its members and shall form such committees as necessary to carry out its work. The Pastor shall be an advisory member of the Board of Deacons. A quorum for the Board of Deacons shall be one-half of the members, including the Chair.
- 1.3 The effective date of each term of a deacon starts on the day of installation.
- 1.4 For the Board of Deacons to conduct official business and to vote, a quorum must be present. A quorum is a simple majority of current Board members. On matters requiring a vote, a simple majority of the quorum shall prevail.
- 1.5 The Board of Deacons may by motion opt to conduct a meeting or a portion of a meeting in executive session. An executive session may or may not include ex officio members. Guests who have knowledge of the subject matter may be invited to attend the executive session.
- 1.6 The Board of Deacons may conduct electronic and virtual meetings.

## **ARTICLE XI**

### **Session and Board of Deacon Vacancies**

- 1.1 Vacancies on the 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. Nominees shall be determined by the Nominating Committee (See Article XII, 1.1 below.)

## **ARTICLE XII**

### **Nominating Committee**

- 1.1 A Nominating Committee shall be a committee of the Congregation and shall be responsible for the nomination of candidates to new and partial term members of the Session and Board of Deacons. The nominating committee shall not nominate a member of itself. The Session shall bring the slate of nominees to the Congregation for election. Members shall serve for one-year terms and may serve for a total of three consecutive terms. After three consecutive terms, a person may again serve up to three consecutive terms if that person has not served on the committee for one year. The composition of the Nominating Committee is one member each from the Session, Board of Deacons, and Presbyterian Women. In addition, there are three at-large members from the Congregation that represent the Church's diversity and are nominated by the outgoing Nomination Committee. Nominees shall be voted on by the Congregation. (G-2.0401). The Pastor(s) shall be an ex officio member of the Nominating Committee, without vote.

## **ARTICLE XIII**

### **Other Committees of the Church**

- 1.1 The Session shall renew and form such committees and sub-committees, as necessary, to carry out the work of the church. To the extent practical, the Session shall endeavor to assign at least one member to each of the committees of the church. Assigned elders may serve in any capacity as a member of the committee.

## **ARTICLE XIV**

### **Administrative Procedures**

- 1.1 The Session shall require that a Manual of Administrative Procedures (MAPs) be maintained and updated as necessary. These MAPs are to ensure there is written clarity of the ecclesiastical and business processes of the church. Usually, MAPs will be prepared by various committees and then recommended to Session for its approval. MAPs shall include policies for prevention of sexual misconduct and child/youth protection. All MAPs and revisions to MAPs shall be approved by the Session.

## **ARTICLE XV**

### **Indemnification of Officers**

- 1.1 Each officer of the Church and Corporation shall be indemnified against expenses reasonably incurred in connection with legal actions, lawsuits, and proceedings to which the officer may be a party by reason of being or have been an officer of the Church, except in relation to matters in which he or she shall finally be adjudged in such action, litigation, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which an officer may be entitled as a matter of law.

## **ARTICLE XVI**

### **Amendments**

- 1.1 These Bylaws may be amended subject to the Articles of Incorporation, the laws of the State of Delaware and the Constitution of the Presbyterian Church (U.S.A.) by a two-thirds vote of the congregation, in attendance (including virtual) and with quorum, provided that the proposed changes are made available as physical copies and shall have been distributed at the same time as the notice for the meeting at which the changes are to be voted.

## **ARTICLE XVII**

### **Definitions in Alphabetical Order**

- 1.1 **Administrative Procedures, Manual of:** Commonly referred to as the **MAP**. It is here that one can find the way the Session, the ruling body of the church, has laid out the proper procedure to follow pertaining to different functions of the church. These procedures can be changed by Session vote.
- 1.2 **Amendments:** Changes made to any governing documents. In the Presbyterian Church (USA) that can mean the Constitution of the PCUSA (Book of Order, or bylaws of a church, or the Articles of Incorporation.
- 1.3 **Articles of Incorporation:** The Articles of Incorporation is the document filed with the appropriate authority to create a corporation in the State of Delaware. These Articles of Incorporation are filed with the Registrar of Deeds for New Castle County, DE.
- 1.4 **Bylaws:** The Bylaws layout the governance of the Church and the way the Congregation will do its work. The Bylaws of a church are always subordinate to the "Book of Order", the constitution of the PCUSA.



- 1.5 **Committees:** Committees are created by the Church's Session to do specific tasks on behalf the Congregation. For example: The Worship Committee, the Building and Grounds Committee, the Human Resources Committee, etc. The Session may create or eliminate a committee as needed.
- 1.6 **Congregation:** A Presbyterian church is made up of all who attend services or are in some way involved in the life of the church. The Congregation is made up of visitors, baptized members, and members who have officially joined the Congregation, by meeting with Session for vote, and declared their faith in Jesus Christ, before the Congregation. Only members who have officially joined the Church may vote, conduct business, or hold Church office.
- 1.7 **Constitution of the Presbyterian Church (U.S.A.):** The Constitution of the PCUSA is a governing document of the PC(USA). It is divided into four parts: The Foundations of Presbyterian Polity, Form of Government, Directory for Worship, and Rules of Discipline.
- a) The Foundations of Presbyterian Polity describes the basic principles of Presbyterian polity of PC(USA).
  - b) The Form of Government provides a basic framework of government for the four levels of PC(USA) Councils: Sessions (of congregations), Presbyteries, Synods and the General Assembly.
  - c) The Directory for Worship includes the theological guidelines for PC(USA) churches. To allow for a diversity of expression in worship, the Directory does not provide set orders for worship, but instead suggests the boundaries of worship that is in line with Reformed Christianity and the Scriptural warrants for worship.
  - d) The Rules of Discipline provide the standards for church discipline concerning matters that the secular judicial system does not address. The Rules of Discipline concerns itself with matters of preserving the purity of the church, achieving justice and compassion for all participants involved, correcting or restraining wrongdoing, upholding the dignity of those who have been harmed by disciplinary offenses, restoring the unity of the church by removing the causes of discord and division, and securing the just, speedy, and economical determination of proceedings.
- 1.8 **Corporation:** A Corporation is a company or group of people authorized to act as a single entity (legally a person) and recognized as such in law. The laws of the State of Delaware require that religious organizations be incorporated.
- 1.9 **Deacon:** A Deacon is elected by the Congregation and ordained by that body. Deacons are responsible for the spiritual and physical wellbeing of the Congregation and of the community around the church. Once ordained the deacon is a deacon for life, unless asked to be removed. An active deacon is one who serves on the currently elected Board of Deacons.
- G-2.0201 of the Book of Order:** *The ministry of deacon as set forth in Scripture is one of compassion, witness, and service, sharing in the redeeming love of Jesus Christ for the poor, the hungry, the sick, the lost, the friendless, the oppressed, those burdened by unjust policies or structures, or anyone in distress. Persons of spiritual character, honest repute, exemplary lives, brotherly and sisterly love, sincere compassion, and sound judgment should be chosen for this ministry.*
- 2.0 **Elder: G-2.0301 of the Book of Order:** An Elder is elected by the Congregation and ordained by that body to serve on the ruling board, the Session, of the church. Once ordained the elder is ordained for life, unless asked to be removed. An active elder or ruling elder is one who is serving on the currently elected session. The Session is the decision-making body of the Congregation. Ruling elder does not mean ruling

over others, rather it means looking at the church and measuring the workings of the church to where God is calling the Congregation.

- 2.1 **Fiscal Year:** The fiscal (financial) year of the Church corresponds to the calendar year.
- 2.2 **Indemnification:** Security against legal liability, including but not limited to damages and attorney fees.
- 2.3 **Liturgical year:** The liturgical year for a congregation begins with Advent (generally near the end of November), with anticipation of the birth of Jesus Christ, and ends with Christ the King Sunday, also near the end of November. There are 7 seasons in the liturgical year: Advent, Christmas, Epiphany, Lent, Holy Week, Easter, and Pentecost.
- 2.4 **Meetings:** Can refer to the gathering of elders, or deacons, or members of committees to determine the workings of each group.
- 2.5 **Member and membership:** Membership with this church shall be available by profession or reaffirmation of faith in Christ or letter of transfer from the active rolls of another church as specified in the Presbyterian Church (U.S.A.) *Book of Order* (G-1.04 et. seq.). The Session shall have the responsibility to grant, change, or revoke membership. The categories of membership are enumerated below.
  - a) A **Baptized Member** is a person baptized in the faith, recognized by the Session, who has not made a profession of faith. (G-1.0401 of the Book of Order)
  - b) An **Active Member** is a member of the Presbyterian Church (U.S.A.) who has been baptized in the faith, made a profession of faith in Christ, participates in worship and the work of this church, and has been recognized by the Session. (G-1.0402 of the Book of Order)
  - c) An **Affiliate Member** is a member of another church of this denomination, another denomination, or other Christian body, who is no longer able to attend the other church body but can attend the First Presbyterian Church of Newark (G-1.0403 of the Book of Order)
- 2.6 **Minutes:** Minutes constitute the written record of all meetings in a Presbyterian church including the Session, Board of Deacons, and committees of the church. All minutes are available to any member of the Congregation.
- 2.7 **Nominating Committee:** **This is** a committee of the congregation created during the ~~yearly~~ annual congregational meeting that is constituted by members of the Session, Board of Deacons, and other organizations of the Congregation, but its members must be made up of a majority of members not serving on one of the Boards of the Church and should be representational of the congregation as whole.
- 2.8 **Session:** In a Presbyterian church, the Session (the Ruling Elders) and the Pastor oversee all aspects of the church. All committees and boards of the church come under supervision of the Session.

***G-2.0301 of the Book of Order:*** *As there were in Old Testament times elders for the government of the people, so the New Testament church provided persons with particular gifts to share in discernment of God's Spirit and governance of God's people. Accordingly, congregations should elect persons of wisdom and maturity of faith, having demonstrated skills in leadership and being compassionate in spirit. Ruling elders are so named not because they "lord it over" the congregation (Matt. 20:25), but because they are chosen by the congregation to discern and measure its fidelity to the Word of God, and to strengthen and nurture its faith and life. Ruling elders, together with ministers of the Word and Sacrament, exercise leadership, government, spiritual discernment, and discipling and have responsibilities for the life of a congregation as well as the whole church, including ecumenical relationships.*

2.9 **Trustees:** Trustees form the Board of the Corporation which has corporate officers (president, vice president, secretary, and treasurer) which represent the Congregation for all corporate matters. Pursuant to the Book of Order, Trustees act under supervision of the Session. However, under these Bylaws, all Session members also serve as Trustees of the Corporation. Organizationally, Ruling Elders and Trustees are one in the same. Trustee positions are not ordained perse. They are ordained by being Elders. (See Section 2.0 and 2.8 above.)

***G-4.0101 of the Book of Order:** All Actions of the trustees are subject to the authority of the session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.). The powers and duties of the trustees shall not infringe upon the powers and duties of the session or the board of deacons.*

***G-4.0102 of the Book of Order:** The ruling elders on the session of a congregation, who are eligible under the civil law, shall be the trustees of the corporation, unless the corporation shall determine another method for electing its trustees.*

3.0 **Quorum:** The number of persons determined by the Book of Order, or by the bylaws of a congregation that are needed to constitute a body competent to take a binding vote during a meeting. In some cases, it will be a majority of the gathering body, while in other instances it may be constituted by a certain percentage of those present. For most votes, a simple majority of more than half is required. Whereas a vote to change these Bylaws requires a two-thirds majority vote.

#### ATTESTATION

**THESE BYLAWS WERE PRESENTED TO THE CONGREGATION OF THE FIRST PRESBYTERIAN CHURCH OF NEWARK, DELAWARE, ON MAY 14, 2023. A QUORUM OF THE CONGREGATION WAS PRESENT AND VOTED ON THESE BYLAWS. A MAJORITY OF THAT QUORUM VOTED TO ADOPT THESE BYLAWS FOR THE CHURCH.**

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**Nancy Lewis, Clerk of Session**

05/14/23

**Date**

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**Rev. Eric Markman, Interim Pastor & Moderator**

05/14/23

**Date**