

NEW HOPE PRESBYTERIAN CHURCH, INC.

BYLAWS

Original December 1994

Amended by Session, April 09, 1996

Amended by Session, March 11, 1997

Approved by Congregation May 04, 1997

Amended by Session, September 21, 1999

Approved by Congregation October 31, 1999

Amended by session, July 11, 2000

Approved by Congregation October 1, 2000

Amended by Session, August 20, 2002

Approved by Congregation September 15, 2002

Approved by Congregation August 27, 2006

Approved by Congregation September 13, 2015

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ARTICLE I NAME AND CHURCH

Section 1 - Name

The name of this organization is the New Hope Presbyterian Church, Inc. (hereinafter referred to as "Church").

Section 2 - Church.

This Church was created and exists solely by reason of the charter granted to it by the Constitution of the Presbyterian Church (U.S.A.). The Church shall be governed by this Constitution and all its provisions and such shall be obligatory upon it and all its members. Consistent with that Constitution, these bylaws shall provide specific guidance for this Church. Robert's Rules of Order (Newly Revised) shall be used for parliamentary guidance.

ARTICLE II PURPOSES

The purposes for which This Church is formed are and shall be to facilitate the management of the civil and ecclesiastical affairs of The New Hope Presbyterian Church as may be directed by its Session from time to time in accordance with and subject to the Constitution of the Presbyterian Church (U.S A).

1. To receive, hold, manage, encumber, lease and transfer, real property and personal.
2. Subject to direction from The Session of New Hope Presbyterian Church, to have and to exercise all of the general rights, privileges and powers granted to corporations by The Indiana Not-for-Profit Corporation Act of 1971, as of now or hereafter amended.
3. To further the call of Christ in the life of New Hope Presbyterian Church as an invitation to wholeness in our emotional, intellectual, spiritual, and relational lives.

ARTICLE III COMPOSITION OF THE CHURCH

Section 1 - Categories of Membership

The classification of members in the Church shall correspond with those defined in the Constitution of the Presbyterian Church (U.S.A.).

1. Active Member. An individual in good standing who has been baptized, attended communicant classes, excused with Session approval, and has formally been accepted as a member by the Session (or who has transferred their membership from another Church in which a similar program is upheld) is accepted as an Active Member.
2. Baptized Member. An individual in good standing who has received baptism but has not formally been accepted as a member nor has attended communicant classes. A baptized member may not vote in congregational meetings nor be elected to any office in the congregation.
3. Affiliate Member. An individual who is a member of another congregation who has temporarily moved from the community of their membership is situated and has been received by the Session as an affiliate member. An affiliate member may not vote in congregational meetings nor be elected to any office in the congregation.

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4. **New Hope Active Member.** An individual in good standing that participates fully in all activities of New Hope. These are considered by the Presbyterian Church (U.S.A.) as “Other Participants.” They can participate in any activity of the church and be church leaders, restricted only by specific limitations as defined in the Presbyterian Church (U.S.A.) Constitution.

Section 2 - Requirements of Church Membership

All members of the Church, except New Hope Active Members, are members of the Presbyterian Church (U.S.A.).

Section 3 - Transfer of Church Membership

A member may be authorized to transfer his or her Church membership to any other Church of their choice based on a request to the Session, and with Session approval.

Section 4 - Voting Rights of Active Members of New Hope Presbyterian Church

Active Members of the New Hope Presbyterian Church are voting members of the Church.

Section 5 - Office holding by Active Members of the New Hope Presbyterian Church

Active Members of the New Hope Presbyterian Church may hold offices in the Church and may serve on all Church committees.

Section 6 - Voting Rights of Baptized Members of New Hope Presbyterian Church

Baptized members of the New Hope Presbyterian Church are not voting members of the Church.

Section 7 - Voting Rights of Affiliate Members of New Hope Presbyterian Church

Affiliate members of New Hope Presbyterian Church are not voting members of the Church.

Section 8 - Voting Rights of New Hope Active Members of New Hope Presbyterian Church

New Hope Active Members of New Hope Presbyterian Church are not voting members of the Church.

Section 9 – Ordained Office holding

Baptized members, Affiliate members or New Hope Active Members of the New Hope Presbyterian Church may not hold ordained offices in the Church but may serve as Church leaders and serve on Church committees.

ARTICLE IV CHURCH MEETINGS

Section 1 Annual Meeting

There shall be an annual meeting of the congregation in the Church edifice (or where designated by the Session) at least once each year at which the following business shall be presented: annual reports from organizations and the Session (information only), financial report from the preceding year, budget for the current year (information only), changes in the terms of call for the pastor(s), Nominating Committee report for Church officers and electing members to serve on the Nominating Committee. Both ecclesiastical and corporate business may be conducted at

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the same meeting of the congregation.

Section 2 - Special Meetings

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

Section 3 – Notice

Public notice of the time, place and purpose of all meetings of the congregation shall be given during the worship service on the two preceding Sundays prior to the appointed time. 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 (10) days in advance, which shall include two consecutive Sundays.

Section 4 - Forum.

The pastor shall preside as Moderator. If there are co-pastors, they shall alternately preside at the meetings. If the pulpit is vacant; or if the pastor and the Ruling Elders agree that the subjects to be discussed require it, or if the pastor is ill; or otherwise unable to preside, the Moderator appointed by the presbytery shall preside. If it is impractical for the pastor or the Moderator of the Session appointed by the presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of the presbytery to preside. When this is not expedient, and when the pastors and the Moderator concur, the Clerk or a member of the Session may be invited to preside.

Section 5 - Reporting

The Clerk of the Session shall be secretary of the meetings of the congregation. If the Clerk is unable to attend, the Congregation shall elect a secretary in his or her stead.

Section 6 - Agenda

Meetings shall be conducted in accordance with the Book of Order, so far as it applies, and when it does not apply, according to the usual parliamentary rules of order. All meetings shall be opened and closed with prayer.

Section 7 - Voting

All Active Members in good and regular standing shall be entitled to vote at congregational meetings. As required by the laws of the State of Indiana, only Active Members in good standing and of full legal age shall be eligible to vote on questions dealing with the property and matters that are strictly the business of the corporation.

Section 8 - Proxy Voting

Voting by proxy is not allowed.

Section 9 – Quorum

A quorum shall consist of the Moderator, Secretary and twenty-five (25) eligible voters but in no event shall it be fewer than ten percent (10%) of the Active Members of the congregation. The secretary shall determine that a quorum is present.

Section 10 – Minutes

The minutes of the meeting recorded by the secretary shall be approved by the congregation or,

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with the approval of the congregation, be approved by Session. Approved minutes will be recorded in the book of minutes of the Session.

ARTICLE V FISCAL YEAR AND DUES

Section 1 - Fiscal Year

The fiscal year of the Church shall be the calendar year.

Section 2 - Annual Dues

There shall be no annual dues assessed on either Active, Affiliate, Baptized or New Hope Active Members.

ARTICLE VI SESSION

Section 1 - General Authority

The corporate and spiritual affairs and activities of the Church shall be administered by a Board of Ruling Elders called the Session. The currently serving Ruling Elders shall be elected to serve as Trustees. The Session shall exercise all powers specifically delegated to it by the Bylaws and Regulations of the Constitution of the Presbyterian Church (U.S.A), subject to the restrictions upon such powers set forth in such Bylaws and Regulations.

Section 2 – Composition

The Session shall consist of twelve elected Ruling Elders and ex officio members (pastors of the Church). The number of currently serving Session members may be increased in increments of three with the Sessions recommendation and at the discretion of the Membership of the Church.

Section 3 – Term

Approximately one-third of the currently serving elected members of the Session shall be elected each year to serve a three (3) year term.

Section 4 - Eligibility

Any Active Member of the Church in good standing may serve on the Session. No Ruling Elder shall serve on the Session for consecutive terms, either full or partial, aggregating more than six years; and shall be ineligible to be elected to a new term until one year shall have elapsed.

Section 5 - Vacancies

If a vacancy occurs among the currently serving elected members of the Session the Nominating Committee shall forward name(s) to the Congregation and by majority vote, shall fill the vacancy. The member elected in this manner shall serve until the remainder of the unexpired term.

Section 6 - Removal from Office

A currently serving elected member of the Session who fails to fulfill the duties of his or her

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position or who fails to attend three (3) unexcused consecutive regularly scheduled Session meetings, may be removed from office by a sixty percent (60%) vote of the full Session. Such vote to be mandated at the conclusion of the third unexcused missed meeting. In this event, a vacancy for the position shall be declared and filled as described in these Bylaws.

Section 7 Meetings

The Session shall hold meetings as often as it deems necessary, but shall meet at least quarterly.

Section 8 - Notice of Regular Meetings

The Session Clerk shall notify each Session member of the meetings either through voice communication, written notice e-mail or other electronic media no fewer than seven (7) days prior to each meeting.

Section 9 - Special Session Meetings

A special Session meeting shall be called by the Session Moderator or Clerk upon receipt of a written request signed by at least two (2) of the currently serving voting members of the Session. Notice of a special Session meeting may be either in accordance with the notice provision for regular Session meetings, or if there is not sufficient time to permit such notice, by the Clerk attempting to contact each Session member in person or by electronic medium at least twenty-four (24) hours in advance of the special meeting. If the latter alternative for notice is used, at least seventy-five percent (75%) of the total number of Session must agree to attend the special meeting, and this fact must be reflected in the minutes of the meeting. Notice of a special Session meeting shall specify the date, time, place and purpose of the special meeting.

Section 10 - Meetings in Person or by Electronic Medium

The Session may hold its meetings either in person or by conference telephone, Webinar or other electronic communication capability, so long as all Session members participating in the meeting can communicate with each other. Action (motions) made by the Session in a meeting using electronic medium requires the Clerk of Session or Moderator to tally the votes. Action taken in an electronic medium meeting shall be as effective as if the Session had met in person. All meetings shall be formally documented by the by the Clerk of Session.

Section 11 - Action without a Meeting

Any action (motions) of an emergency nature required to be taken by the Session may be taken without a meeting by e-mail or other electronic communication method if all members of the Session consent to that action in the next Session meeting; the action must be on the agenda and formally documented in the Session minutes. Such action shall have the same force and effect as any other validly approved action of the Session.

Section 12 - Quorum

A quorum for any meeting of the Session shall consist of the pastor or other presiding officer and one third of the currently serving Ruling Elders. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Session members. A member of the Session may neither attend a meeting by proxy nor vote by proxy.

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ARTICLE VII DEACONS

Section 1 - General Authority

The activities of the Deacons shall be authorized and administered by the Session. The Deacons shall exercise all powers specifically delegated to them by the Bylaws and Regulations of the Constitution of the Presbyterian Church (U.S.A), subject to the restrictions upon such powers set forth in such Bylaws and Regulations.

Section 2 – Composition

The Deacons shall consist of fifteen elected members. The pastor shall be an advisory member of the Board of Deacons. The number of Deacon membership may be increased in increments of three with the Sessions recommendation and at the discretion of the Membership of the Church.

Section 3 - Term

One-third of the elected members of the Board of Deacons shall be elected each year to serve a three (3) year term.

Section 4 - Eligibility

Any Active Member of the Church in good standing may serve on the Deacons. No member shall serve on the Deacons for consecutive terms, either full or partial, aggregating more than six years; and shall be ineligible to be elected to a new term until one year shall have elapsed.

Section 5 - Vacancies

If a vacancy occurs among the elected members of the Deacons, the Nominating Committee shall forward name(s) to the Congregation and by majority vote, shall fill the vacancy. The member elected in this manner shall serve until the remainder of the unexpired term.

Section 6 - Removal from Office

An elected member of the Deacons who fails to fulfill the duties of his or her position or who fails to attend three (3) unexcused consecutive regularly scheduled Deacon meetings, may be removed from office by a sixty percent (60%) vote of the full Session (delete Board of Deacons) based on the recommendation of the Board of Deacons. Such vote to be mandated at the conclusion of the third unexcused missed meeting. In this event, a vacancy for the position shall be declared, and the vacancy shall be filled as described in these Bylaws.

Section 7 – Meetings

The Deacons shall hold meetings as often as it deems necessary, but at least quarterly. The Board of Deacons shall elect a Moderator and secretary from among its members and shall form such committees as necessary to carry out their work

Section 8 - Notice of Regular Meetings

The Deacon Moderator shall notify each of the Deacon members of the meetings through voice communication, written notice, e-mail or other electronic media no fewer than seven (7) days prior to each meeting.

Section 9 - Special Deacon Meetings

A special Deacon meeting shall be called by the Moderator of the Deacons upon receipt of a

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written request signed by at least two (2) of the voting members of the Deacons. Notice of a special Deacons meeting shall follow the procedure set forth for the special Session meetings.

Section 10 - Meetings in Person or by Electronic Medium.

The Board of Deacons may hold its meetings either in person or by conference telephone, Webinar or other electronic communication capability, so long as Deacons participating in the meeting can communicate with each other. Action taken in an electronic medium meeting shall be as effective as if the Board of Deacons had met in person.

Section 11 - Action without a Meeting.

Any action of an emergency nature required to be taken by the Board of Deacons may be taken without a meeting by e-mail or other electronic communication method if all members of the Board of Deacons consent to that action in the next Board of Deacons meeting; Such action shall have the same force and effect as any other validly approved action of the Board of Deacons.

Section 12 - Quorum

A quorum for any meeting of the Deacons shall consist of one third of the members, including the Moderator. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of a Deacon member. A member of the Deacons may neither attend a meeting by proxy nor vote by proxy.

ARTICLE VIII CHURCH OFFICERS

Section 1 - General Provisions

The officers of the Church shall include a Moderator, the Clerk of Session and the Chairman of the Finance Team. The Moderator shall be a Pastor of the Church or, if that position is vacant, by a pastor of any other Church affiliated with the Presbyterian Church (U.S.A), (or by a member of the Session if none of the former are available.) The Clerk of Session and Treasurer, shall be elected annually to a one (1) year term, not to exceed 13 months, by a majority vote of the Session in the manner required by these Bylaws.

Section 2 – Eligibility

The Pastor of the Church or any other Pastor serving as a Moderator must be an ordained member of the Presbyterian Church (U.S.A). The Clerk and Treasurer must be a member in good standing of the Church or a paid staff of New Hope. Currently serving on the Session is not a criteria for these offices. The Clerk must be a Ruling Elder.

Section 3 – Vacancies

In the event that a vacancy occurs in the office of Clerk or Treasurer the Session shall fill the vacancy for the remainder of the unexpired term by an election at the next regular Session meeting or at a special meeting called for that purpose.

Section 4 - Duties of the Moderator

The Church Moderator shall act as the chief executive officer of the Church and shall: (i) preside at all regular and special membership meetings; (ii) preside at all stated and called meetings of the Session; (iii) carry out the policies and programs adopted by the Session; (iv)

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serve as an ex officio non-voting member of all Church committees; (v) attend all Presbytery meetings as a member; (vi) be familiar with the Bylaws and Regulations of the Presbyterian Church (U.S.A) and these Church Bylaws.

Section 5 - Duties of the Clerk of the Session

The Clerk of the Session shall keep an accurate record of the proceedings at all regular and special membership meetings. Church records relating to membership meetings shall be open for inspection upon written request of any Church member; however, Church records relating to litigation and privileged information shall not be opened for inspection.

The Clerk of the Session shall keep an accurate record of the proceedings at all stated and called Session meetings. Church records relating to the Session meetings shall, upon written request, be open for inspection by any Church member or Session member who wishes to inspect such records; provided, that Church records relating to litigation, privileged information and Church recommendations with respect to an application for membership shall not be open for inspection.

The Clerk of the Session shall forward a copy of the minutes from each Congregational meeting and each stated or called meeting of the Session to each Session member within thirty (30) days after such meeting.

The Clerk of Session shall maintain the Church's Membership Register and the Church's Register of Baptisms, Elders Deacons and Pastors. The Church Moderator shall also oversee the maintenance of the Church rolls. The Session shall be responsible for the Church membership. The Clerk of Session shall have the custody of the Church's seal, minute book and records. The Clerk of the Board of Elders is responsible for any electronic media related to church records. At the expiration of his or her term of office, the Clerk of Session shall turn over to his or her successor the Church's seal, minute book and non-financial records in his or her custody or control.

The Clerk of the Session shall perform such other duties as may be prescribed by the Session or the Moderator.

Section 6 - Duties of the Chairperson of the Finance Team.

The Chairperson of the Finance Team, in conjunction with the Treasurer, shall submit an annual financial accounting (including an income and expense statement and a balance sheet) of all Church receipts and expenses and all fund reserves and balances to the Session and, as needed to the membership, and Presbytery. Such reporting shall be provided to the Session on a monthly basis if requested by the Session.

This financial accounting shall be at the Church's expense. A review or audit by an independent accounting firm (or by Session approved members of the Church), according to the standards of the Financial Accounting Standards Board, must be performed annually and reported to the Session. The annual financial accounting shall, upon written request, be open for inspection by any Church member who wishes to inspect such accounting.

Section 7 - Duties of the Church Treasurer

The Treasurer shall serve on the Finance Team and shall make disbursements for routine

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expenses, the maximum to be determined by the Session. Disbursements exceeding this amount must be authorized by a majority vote of the Session at a stated or called meeting.

At the expiration of his or her term of office, the Treasurer shall turn over to his or her successor all bank accounts, funds, assets, books of account and other financial records of the Church in his or her custody or control. These records shall be audited by a special auditing committee appointed by the Moderator, if such audit is requested by a majority of the Session.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1 - Composition of Nominating Committee

The Church shall annually create a Nominating Committee that will be a representative nominating committee for the election of officers and members of the nominating committee chosen annually in accordance with the Book of Order. The Nominating Committee shall consist of nine members, a minimum of two (2) appointed members from the Session (one of which shall be currently serving on the Session and shall serve as Moderator of the committee), two (2) shall be designated from the Board of Deacons and five (5) of the members, not persons currently serving on the Session or on the Board of Deacons shall be nominated and elected at a meeting of the congregation. The Pastor shall be an ex-officio non-voting member of the committee.

Members of the committee shall be elected annually and no member shall serve more than three years consecutively.

Section 2 - Duties of the Church Nominating Committee

The Nominating Committee shall bring to the congregation nominations only for the number of positions to be filled. Prior to formal nomination, all potential nominees for elected positions must accept the Nominating Committee's recommendation.

Section 3 - Report of Nominating Committee

Each year the Nominating Committee shall make its selections, prepare an appropriate report and forward this report to the Church Moderator prior to the regular membership meeting at which elections are scheduled to be held. The Church Moderator, or Nominating Committee representative, shall present a copy of the Nominating Committee's report as part of the Congregational Meeting.

Section 4 - Additional Nominations

Additional nominations may be made by a nomination from the floor of the regularly scheduled meeting prior to the election if the nominee is a member in good standing and accepts the nomination.

Section 5 – Election

Church elections shall occur by ballot voting conducted by the Church Moderator. At the option of the Moderator, a voice vote is acceptable.

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The Church Moderator shall receive the Nominating Committee report and any petitions for additional nominations. The membership shall then proceed to elect the necessary officers by a majority of those Church members present. The Church Moderator or Clerk of Session shall confirm that all ballots (if required) are legally submitted by qualified members and the ballots counted in such a way as to keep such voting secret.

Section 6 - Notification of Results

Immediately upon completion of the annual election (if necessary), the Church Moderator shall notify the Church membership as to the name of the individuals elected for the ensuing terms.

ARTICLE X CHURCH COMMITTEES

Section 1 - Service Division

The Church shall have as many standing committees as the Session deems necessary. All members of these standing Church committees shall be appointed and have tenure in accordance with these Bylaws.

Section 2 - Finance Team

The Finance Team shall consist of the Treasurer and a minimum of three other members.

The Chair of the Finance Team shall be a Leading Elder elected by the Session. The other members shall be appointed by the Church Session.

The Finance Team shall prepare a proposed budget for the succeeding operating year and shall submit its recommendations for approval to Session. Any proposed changes to the budget for the current year must be approved by the Session.

The Finance Team must periodically review the general financial condition of the Church and submit reports concerning such condition to the Session.

Section 3 - Other Standing Committees

All standing committees shall consist of a Chair and a minimum of two (2) other members who shall be appointed by the Chair with oversight by the Session. The duties of the other standing committees shall be determined in writing with oversight by the Session.

Section 4 - Officers of the Corporation

The President of the Corporation shall be the Chair of the Finance Team, the Vice President of the Corporation shall be the Chair of the Nominating Committee, the Treasurer of the Corporation shall be the Treasurer, and the Secretary of the Corporation shall be the Clerk of Session.

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ARTICLE XI AMENDMENTS

These bylaws may be amended subject to the Articles of Incorporation, the laws of the State of Indiana and the Constitution of the Presbyterian Church (U.S.A.) by a two-thirds vote of the voters present, 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.

ARTICLE XII DISSOLUTION

Upon the dissolution or winding up of the affairs of Church, the Session, after providing for the payment of all obligations, shall distribute any remaining assets to the Whitewater Presbytery.