

Church Bylaws

The Bylaws of Westminster Presbyterian Church of Escondido is the governing document for the congregation subject to the authority of higher judicatory bodies of the church. The Bylaws maybe changed by vote of the congregation with the review and approval of the Presbytery. The following is the current version of the bylaws.

BYLAWS

OF

WESTMINSTER PRESBYTERIAN CHURCH

(Revised 1/24/2010)

In order to define the rights and responsibilities of its members, boards, officers and ministers, and, to provide for the orderly conduct and efficient management of the congregational affairs of Westminster Presbyterian Church these bylaws are adopted by the congregation on:

The 22nd day of January, 1989.

Amended on the 7th day of January, 1990.

Amended on the 6th day of May, 1990.

Amended on the 13th day of April, 1999.

Amended on the 24th day of January, 2010

WESTMINSTER PRESBYTERIAN CHURCH, ESCONDIDO, CA

ARTICLE I

GENERAL

Section 1. NAME

a. Both as "congregation" and "corporation", the name of this church shall be Westminster Presbyterian Church.

b. This church was organized on March 10, 1957 in the City of Escondido, in the County of San Diego, in the State of California, and incorporated by the State of California on February 13, 1959.

Section 2. RELATIONSHIPS

a. This church is a particular Congregation of the Presbyterian Church (U.S.A.) and recognizes that the Constitution of the Presbyterian Church (U.S.A.) is, in all its provisions, obligatory upon it and all its members, and is subject to the guidance and direction of the General Assembly, the Synod **of Southern California and Hawaii** and the Presbytery **of San Diego**.

b. These bylaws shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.); as interpreted by the judicatories of jurisdiction, and the corporate laws of the State of California, and shall set forth the ecclesiastical and corporate structure and method of operation of this particular church.

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- c. **All of the administrative responsibility of this Church, both spiritual and corporate, shall be one in body, the Session. Since the State of California does not forbid incorporation of religious bodies, the Elders serving on the Session shall hold those powers exercised by trustees under civil law**
- d. **The Fiscal Year of the Church shall be the calendar year.**

Section 3. PRINCIPAL OFFICE

- a. The office for the transaction of the business of this church, including its corporate affairs shall be at 1500 South Juniper in the City of Escondido, in the County of San Diego, in the State of California.

Section 4. ELECTED OFFICES

- a. There shall be three elected offices in this church: the Session; the Board of Trustees; and, Board of Deacons.
- b. The Session of this church shall constitute and serve as the Board of Trustees **under the California Corporation Code and as provided in The Constitution of the Presbyterian Church (U.S.A.).**

ARTICLE II

OBJECTIVES AND NONPARTISAN ACTIVITIES

WESTMINSTER PRESBYTERIAN CHURCH, ESCONDIDO, CA

Section 1. OBJECTIVES

- a. To bear witness to the Christian truths; to promulgate the doctrines and teachings of the Christian religion and to promote fellowship among God's people.
- b. To receive, hold and disburse gifts, bequests, devises, and other funds for these purposes.
- c. To own and maintain or to lease available real estate and buildings, and any personal property which is deemed necessary for its purpose; to enter into, make and perform, and carry out contracts of every kind for any lawful purposes, without limit to amount.

Section 2. NONPARTISAN ACTIVITIES

- a. This Corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described above, and it shall be nonprofit and nonpartisan. This corporation shall function in accordance with the provisions of the Internal Revenue Code, Section 501 (c) (3) as follows: "No part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or

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intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office."

b. The corporation shall not, except in insubstantial degree, engage in any activities or exercises any powers that are not in furtherance of the purposes described above.

ARTICLE III

CONGREGATIONAL MEMBERSHIP

Section 1. GENERAL

a. **This Congregation shall be made up of all members on the rolls of this particular church, as determined by the Session. regarding membership.**

Section 2. CLASSES OF MEMBERS

a. There shall be four (4) classes of members: Baptized, Active, Inactive and Affiliate. The Session shall determine the particular class for each congregational member as set forth in the Constitution of the Presbyterian Church (U. S.A.).

b. Only Active members have the right to vote and hold office.

c. No member shall hold more than one (1) membership in the Presbyterian Church (U.S.A).

ARTICLE IV

MEETINGS OF CONGREGATIONAL MEMBERS

Section 1. GENERAL

- a. All meetings of the congregation may deal with both "ecclesiastical" and "corporate" affairs. Meetings shall be conducted in accordance with Robert's Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) and these Bylaws provide otherwise.
- b. The Moderator of the Session shall preside at "congregational" meetings. If he/she is unable to act, or if the subject to be discussed requires it, the Session may invite another Minister of the Presbytery to preside.
- c. The Chairman/President of the Board of Trustees shall preside at "corporation" meetings. If he/she is unable to act, or if the subject to be discussed requires it, the Vice Chairman/Vice President, Secretary or Treasurer, in that order, shall preside.
- d. The Clerk of Session shall act as Secretary of both the congregational and corporation portions of the meeting. If he/she cannot fulfill this duty, the congregation will elect a replacement at the beginning of the meeting.

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e. The Minutes of the Congregation/Corporation meetings, when attested to by the Moderator and Clerk of Session, shall be referred to the Session for approval at its next scheduled meeting, and when approved shall be incorporated in the Session Minutes.

f. All congregational meetings shall be opened and closed with prayer.

Section 2. ELIGIBLE TO VOTE

a. All church members who are on the “Active Member” roll shall be eligible to vote on all matters that come before the congregation and/or corporation. The Session shall determine the Active membership.

b. Voting by proxy is not allowed.

c. Since a Minister is not a member of the congregation, he or she may not vote in the meeting of the congregation. Where there is a tie vote, a Minister presiding shall put the question a second time. If there is still a tie vote, the motion is lost.

Section 3. ANNUAL MEETINGS

a. There shall be an Annual Meeting of the Congregation and Corporation . This meeting shall be held no later than the second Sunday in February, on a date and at a time specified by the Session for the purpose of receiving annual reports of the

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affairs of the church; for presentation of the Session approved budget for the calendar year; to approve the Pastor(s) Terms of Call for the year; and, to transact any and all business that may properly come before it.

Section 4. SPECIAL MEETINGS

a. A Special Meeting shall be held no later than the last Sunday in May, on a date and at a time specified by the Session for the purpose of electing Church Officers and the Congregational Nominating Committee **and a member to the Endowment Committee.**

b. Special Meetings may be called by:

(1) The Session

(2) The Session, at the request of the Presbytery.

(3) The Session, in response to a written request of one-fourth of the Active members, addressed to the Session, and signed by those members, specifically stating the reason for such a meeting. Upon receipt of a written request the Session shall set the date, time and place for the Special Meeting which shall be held within forty-five (45) days from receipt of the request.

(4) The Board of Trustees where matters of a corporate nature only requires a corporation meeting.

c. Notice for Special Meetings shall state clearly the purpose of the meeting and no other matter save that specified in the Notice may be considered.

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Section 5. NOTICE OF MEETINGS

a. A notice of the date, time and place of every Annual and Special meeting of the congregation and corporation shall be given by announcement in the church bulletin for two successive Sundays, the second of which may be the date set for the meeting.

b. The Notice shall clearly state the purpose of the meeting.

Section 6. QUORUM

a. A quorum for the transaction of business at all congregation and corporation meetings shall consist of a minimum of one-tenth of the Active membership roll, and who are present in person.

b. In the absence of a quorum, any meeting of the congregation and corporation may be adjourned from time to time by the majority vote of the voting members present, but no other business shall be transacted.

c. The members present at an Annual or Special meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum call.

ARTICLE V

WESTMINSTER PRESBYTERIAN CHURCH, ESCONDIDO, CA

NOMINATION, ELECTION, ORDINATION AND INSTALLATION
OF CHURCH OFFICERS

Section 1. CONGREGATIONAL NOMINATING COMMITTEE

a. There shall be a Congregational Nominating Committee composed of **seven (7)** Active members. **One (1)** member shall be designated by and from the Session, as Moderator; one (1) member shall be designated by and from the Board of Deacons.

b. Pursuant to the Book of Order, nominations for election to the Session and the Board of Deacons shall be made by a representative nominating committee of five (5) Active members of the Church, which, to the extent possible, shall include fair representation of all members of the Congregation.

c. The nominating committee shall be chosen annually and no member of the committee shall serve more than three years consecutively.

d. The pastor shall be a member of the Nominating Committee, serving ex officio and without vote.

Section 2. NOMINATIONS

a. The Congregational Nominating Committee shall present for consideration by the congregation one qualified and eligible member for each office to be filled, including the members of the congregation to serve on the succeeding Congregation

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Nominating Committee, giving attention to a fair representation of both male and female constituency of the congregation.

b. Nominees shall be from the Active members, who shall have been on the Active roll one year prior to election. **Exceptions to the one-year rule must be approved by Session.**

c. Each nominee shall have consented to serve, if elected, and their names shall be published in the church bulletin at least one week prior to the meeting of the congregation.

d. Subsequent to the report of the Congregational Nominating Committee, the Moderator shall call for nominations from the floor. Such nominations from the floor of qualified and eligible members shall be with the proviso that such nominees shall have previously consented to serve, if elected.

Section 3. ELECTIONS

a. Elders and Deacons shall be elected at a Special meeting of the congregation, called for that purpose. (See Art. IV, Sec. 4.)

b. Elections may be by acclamation if there be but one nominee for each office to be filled. If there be more nominees than vacant offices, election shall be by written

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ballot. The nominees receiving the highest number of votes up to the number of vacancies to be filled shall be elected.

c. A majority vote from all voters present and voting shall be required to elect in every case.

d. If any person elected to a church office declines to act, resigns with consent of the Session, dies, or ceases to be a member of this church, his/her office shall be declared vacant and the vacancy shall be filled by the congregation at its next Annual or a Special meeting called for that purpose

e. Each elected church officer who shall be absent, with or without excuse from three consecutive meetings of his/her office, or be absent with or without excuse from more than one-half of all meetings in one calendar year may be removed from office upon action of and due notification by the Session. **Exceptions may be approved by Session.** The vacancy shall be filled by the congregation at its next Annual or Special meeting called for that purpose. **If the Chair cannot attend, he/she must designate a member of the committee to attend Session and give the committee report/**

Section 4. TERMS OF OFFICE

a. There shall be three classes of equal numbers each of Elders and Deacons, one class only of which shall expire each year.

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- b. A full term of office shall be three years.
- c. No elder or deacon shall be elected for a term of more than three years, nor shall an elder or deacon serve for consecutive terms, either full or partial, aggregating more than six years. An elder or deacon having served a total of six years shall be ineligible for reelection for a period of at least one year.

Section 5. ORDINATION AND INSTALLATION

- a. Elders and Deacons having been duly elected at the Special meeting of the congregation in May shall be ordained, if required, and installed to take office the following June.
- b. Elders and Deacons having been duly elected at the Annual or other Special meeting of the congregation shall be ordained, if required, and installed to take office immediately following installation.
- c. The Session shall provide for the ordination, if required, and installation of Elders and Deacons at a church Worship service not later than the **twelfth Sunday following election. fourth Sunday following election. The service of ordination and installation shall follow the Book of Order.**

ARTICLE VI

THE SESSION

Section 1. MEMBERS

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a. The Session of this church shall consist of fifteen (15) elected, ordained and installed Elders; the Pastor, (Co-Pastor if there be one) and all installed Associate Pastors.

b. Each member of the Session shall remain in office until his/her successor is duly elected and installed.

Section 2. REGULAR MEETINGS

a. The Session shall hold regular (stated) meetings once each month, except as is cancelled by its previous action. The date, time and place of all regular meetings shall be as prescribed by the Session.

Section 3. JOINT MEETING

a. A joint meeting of the Session and the Board of Deacons shall be held at least annually to confer on matters of common interest, with the Moderator of the Session presiding. No binding decision may be reached in such a joint meeting, but the Session and the Board of Deacons may act separately on matters committed to their care.

Section 4. SPECIAL MEETINGS

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a. Special meetings of the Session may be called by:

(1) The Pastor (or Co-Pastor if there be one).

(2) The Pastor (or Co-Pastor if there be one) when requested to do so by any two Elders in Active service.

(3) The Pastor (or Co-Pastor if there be one) when directed to do so by the Presbytery.

b. Notice of Special meetings shall be by first class mail four days prior to such meeting, or a minimum of twenty-four hours notice delivered personally or by telephone, **or by electronic voting using the guidelines of Section 8.**

c. A Notice of Special meeting need not specify the purpose of the call for a Special meeting.

Section 5. QUORUM

a. A quorum **for Stated Session meetings** shall consist of the Moderator and one-third of the Elders of the Session and who are present in person. **A quorum for Special Session Meetings shall consist of the Moderator, or other presiding officer, and at least five elected Elders present in person** except for reception and **dismissal** of members when the quorum shall be the Moderator and two Elders of the Session.

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b. In the absence of a quorum, any meeting of the Session may be adjourned from time to time by the vote of the majority of the voting members present, but no other business shall be transacted.

c. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum call.

Section 6. OFFICERS

a. Moderator. The Moderator of the Session shall be the Pastor, except as provided in the Book of Order.

(1) When for prudential reasons it may appear advisable that some other minister should be invited to preside, the Pastor shall, with the concurrence of the Session, invite another minister of the Presbytery to preside.

(2) When this church be without a Pastor, the Moderator of the Session shall be the minister appointed for that purpose by the Presbytery

(3) In the case of sickness or absence of the pastor, the session having obtained the approval of the pastor, may convene and elect another of its own members to preside.

(4) All meetings of the Session shall be opened and closed with prayer.

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b. Clerk of Session. The Session at its organizational meeting each year shall elect an Elder **(either active or inactive)** as Clerk of Session from within or without its own membership.

Section 7. POWERS AND DUTIES

a. The Session shall have authority over all of the affairs and activities of this church, both spiritual and corporate except in such matters as may, by the Constitution of the Presbyterian Church (U.S.A.) or these bylaws, be specifically accorded to the Pastor, to the congregation, or to higher judicatories.

b. The Session shall cause to be prepared "Standing Rules" for the guidance of church officers, all committees, all member organizations, all members and church staff. These "Standing Rules" may from time to time be revised and/or amended at any meeting of the Session by majority vote.

c. Service as Presbyters. It is a responsibility of the Session to maintain regular and continuing relationship to the higher governing bodies of the Church. This includes the election of representatives to Presbytery, and hearing their reports. Elders are expected to act as Presbyters when so elected, and to make appropriate reports of their attendance at meetings.

d. Staff. The Session shall provide for the administration of the program of the Church, including the employment of non-ordained staff, with concern

for equal employment opportunity and the annual review of the adequacy of compensation for all staff.

- e. Committees. The Session shall form annual standing committees to implement the mission of the church. These committees shall meet regularly and shall report directly to the Session. The Standing Rules list the committees and their responsibilities.**

- f. Church Treasurer. The Human Resources Committee shall nominate and the Session elect a church treasurer. The church treasurer shall be elected annually without limit for number of consecutive terms.**

- g. The regular methods of voting on motions shall be by voice (the normal method), by show of hands (or standing) or by paper ballot; all in accordance with Robert's Rules of Order (§45).**

Section 8 ELECTRONIC VOTING

- a. For routine matters including but not limited to setting or changing meeting dates or approval of Commission-requested fund-raising events, the Session may be polled using electronic mail (e-mail), telephone or fax. Approval by electronic voting for routine matters will require approval by the majority of Elders-Trustees. The Clerk of Session shall maintain a record of such polling and enter the results in the Session minutes.

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b. Urgent action on a non-routine matter. If a need arises to have Session take urgent action on a non-routine matter,

1. Elder-Trustees must first be notified via e-mail that an electronic vote is requested. If there are no objections to taking this action outside of a called meeting, a motion, duly made and seconded, may be presented for voting by e-mail.
2. The Elder-Trustee requesting the electronic vote will send the motion to the Pastor who will send it to the Clerk requesting the e-mail vote. If the Pastor determines the action is not appropriated to consider outside of a called Session meeting, the motion will be sent back to the requestor to bring forward at the next Session meeting. The Clerk will send the motion to all Session members and will tally the vote responses. All Elder-Trustees who are entitled to vote must have the opportunity to provide a response and the vote must be unanimous for the action to be considered approved. The actions of the e-mail vote will be reflected in the minutes of a subsequent Session meeting.

ARTICLE VII

THE BOARD OF TRUSTEES

Section 1. MEMBERS

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a. Elders elected to the Session shall thereby also be elected to be Trustees. The Trustees, while in office, shall constitute the Board of Trustees of this Corporation. This Board shall be responsible to the congregation according to the Constitution of the Presbyterian Church (U. S.A.), the corporate laws of the State of California, and these bylaws.

b. The President shall preside at meetings of the Board of Trustees.

c. Each member of the Board of Trustees shall remain in office until his/her successor is duly elected and installed.

Section 2. REGULAR MEETINGS

a. Regular meetings of the Session shall also be considered to be meetings of the Board of Trustees and are as prescribed in Article VI, Section 2. of these bylaws.

Section 3. SPECIAL MEETINGS

Special meetings of the Session shall also be considered to be meetings of the Board of Trustees and are as prescribed in Article VI, Section 4. of these bylaws.

a. Special meetings of the Session may be called by:

(1) The Pastor (or Co-Pastor if there be one).

(2) The Pastor (or Co-Pastor if there be one) when requested to do so by any two Elders in Active service.

(3) The Pastor (or Co-Pastor if there be one) when directed to do so by the Presbytery.

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- b. Notice of Special meetings shall be by first class mail four days prior to such meeting, or a minimum of twenty-four hours notice delivered personally or by telephone, **or by electronic voting as described in Article VII, Section 8.**
- c. A Notice of Special meeting need not specify the purpose of the call for a Special meeting.

Section 4. QUORUM

- a. A quorum **for Stated Session meetings** shall consist of the Moderator and one-third of the Elders of the Session and who are present in person. **A quorum for Special Session Meetings shall consist of the Moderator, or other presiding officer, and at least five elected Elders present in person** except for reception and **dismissal** of members when the quorum shall be the Moderator and two Elders of the Session.
- b. In the absence of a quorum, any meeting of the Session may be adjourned from time to time by the vote of the majority of the voting members present, but no other business shall be transacted.
- c. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum call.

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Section 5. OFFICERS

a. The officers of this Corporation shall be a President and Secretary elected by and from the members of the Board of Trustees, and a Treasurer elected from within or without its own membership as prescribed by the Standing Rules. These officers shall be elected annually and each shall hold office until his/her successor is elected, or until he/she shall resign, or shall be removed or otherwise disqualified. Any officer may be reelected to succeed himself/ herself.

b. The President and Treasurer shall be members of the Finance Committee of the Session.

c A vacancy in any office shall be filled by the Board of Trustees at any regular or special meeting. This does not apply to the election of Elder/Trustees which is the express privilege of the congregation.

d. The duties and responsibilities of the Officers of this Corporation are as prescribed in the Session "STANDING RULES."

Section 6. POWER

a. The Corporate powers of this church shall be exercised by the Board of Trustees. The Board shall process formal corporate documents and perform duties required of it by law according to powers granted to a non-profit religious corporation by the

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laws of the State of California, and shall be in conformity to the Articles of Incorporation of this church.

b. The Board of Trustees shall not sell, mortgage or otherwise encumber any of the church's real property; acquire real property subject to an encumbrance or condition; or lease its real property for more than five years, without the written permission of the Presbytery of *San Diego* transmitted from the congregation through the Session.

c. All real and/or personal property, now or hereafter acquired and any interests therein legal or equitable will be held in trust for the use and benefit of the Presbyterian Church (U.S.A.) through the Presbytery of *San Diego*, its successor or assigns.

d. Upon the winding up or dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the Presbyterian Church (U.S.A.) through the Presbytery of *San Diego*, a religious corporation, if it is still in existence and exempt under Section 501 (c) (3) of the Internal Revenue Code; but if it is not then in existence or exempt, to a non-profit fund, foundation, or corporation organized and operated exclusively for charitable and/or religious purposes and that has established its tax-exempt status under the Internal Revenue Code Section 501 (c) (3).

Section 7. DELEGATION OF AUTHORITY

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a. The Board of Trustees, subject to the limitations of these bylaws, may authorize any officer or officers, agents, 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 and security therefor. Unless so authorized, no officer, agent or employee, shall have any power of authority to bind this corporation to any contract or agreement.

Section 8. CORPORATE DOCUMENTS

a. The President, together with the Secretary or Treasurer, shall execute, in the name of the corporation all contracts, deeds, encumbrances, notes and other instruments whereby the church may become bound as a corporation, and may affix the Corporate Seal to any such instruments that may require it.

ARTICLE VIII

THE BOARD OF DEACONS

Section 1. MEMBERS

a. The Board of Deacons of this church shall consist of fifteen (15) elected, ordained and installed Deacons. Each member of the Board of Deacons shall remain in office until his/her successor is duly elected and installed.

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b. The Pastor and Associate Pastor(s) shall be advisory members of the Board of Deacons.

c. Youth Deacons

1. The Congregational Nominating Committee may nominate and the congregation may by vote in a congregational meeting elect one or more persons under twenty-**one** years of age to the office of deacon, to serve on the board of deacons for a term of one, two, or three years.
2. The Youth Deacons so elected shall be in addition to the number of Deacons specified in VIII, 1,a. above.
3. Youth Deacons will be nominated when persons with the following qualifications are available:
 - A. The nominee is under twenty-**one** years of age.
 - B. The nominee has demonstrated a record of spiritual character, honest repute, exemplary life, brotherly and sisterly love. warm sympathy and sound judgment.
 - C. The proposed term of office is consistent with the nominee's availability for service.

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4. If no person is available that meet the above qualifications, the Nominating Committee will not be required to bring forward a nomination for Youth Deacon.

Section 2. REGULAR MEETINGS

a. The Deacons shall hold regular (stated) meetings once each month, except as is cancelled by its previous action. The date, time and place of all regular meetings shall be as prescribed by the Board of Deacons.

Section 3. JOINT MEETINGS

a. A joint meeting of the Session and the Board of Deacons shall be held at least annually to confer on matters of common interest, with the Moderator of the Session presiding. No binding decision may be reached in such a joint meeting, but the Session and the Board of Deacons may act separately on matters committed to their care.

Section 4. SPECIAL MEETINGS

a. Special meetings of the Deacons may be called by:

(1) The Pastor (or Co-Pastor if there be one).

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(2) The Pastor (or Co-Pastor if there be one) when requested to do so by any two Elders in Active service.

(3) The Pastor (or Co-Pastor if there be one) when directed to do so by the Presbytery.

b. Notice of Special meetings shall be by first class mail four days prior to such meeting, or a minimum of twenty-four hours notice delivered personally or by telephone **or by e-mail**

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Section 5. QUORUM

a. A quorum shall consist of the Moderator and one-third of the Deacons

b. In the absence of a quorum, any meeting of the Deacons may be adjourned from time to time by the vote of the majority of the voting members present, but no other business shall be transacted.

c. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, subject to a challenge by any member for a quorum call.

Section 6. OFFICERS

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a. Moderator. The Moderator of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.

(1) The Moderator shall open and close all meetings of the Board of Deacons with prayer.

(2) The Moderator of the Board of Deacons will organize and lead the meeting

b. Secretary. The Secretary of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.

(1) The Secretary shall keep a record of the Board's proceedings and submit such records to the Session for review when requested to do so by the Clerk of Session.

c. Treasurer. The Treasurer of the Board of Deacons shall be elected by and from within the membership of the Board of Deacons.

(1) The Treasurer shall keep records of account and shall report to the Board of Deacons periodically all financial transactions.

Section 7. DUTIES

WESTMINSTER PRESBYTERIAN CHURCH, ESCONDIDO, CA

a. As the whole church is under the jurisdiction of the Session, the Board of Deacons shall be under its supervision and authority. The records of the Board of Deacons shall be submitted to the Session annually and at other times upon the request of the Session. The Session may amend or void any action of the Board of Deacons, or direct the Board to reconsider such actions.

b. The Office of Deacon is one of sympathy and service. The Board of Deacons shall have responsibility to minister to those in need, to the sick, to the friendless, and to any who may be in distress.

c. The Board of Deacons shall cause to be prepared Standing Rules for inclusion in the Session Standing Rules.

d. The Board of Deacons shall keep a record of its proceedings and all funds at its disposal and shall prepare and submit to the Session an annual report of its activities.

ARTICLE IX

INDEMNIFICATION

Section 1. GENERAL

a. Members of the Session, members of the Board of Trustees, members of the Board of Deacons, elected officers, employees, and other agents are indemnified to

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the extent followed by the non-profit corporation law of the State of California then in effect.

ARTICLE X

AMENDMENTS

Section 1. GENERAL

a. Amendments or additions to these bylaws, not in conflict with the Constitution of the Presbyterian Church (U. S.A.) or the laws of the State of California, shall be processed through the Session and submitted to the Congregation for approval.

Section 2. APPROVAL

a. **After approval by Session, and submitted to the Ecclesiastical Committee of the Presbytery of San Diego for approval,** amendments or additions to these bylaws shall require a two-thirds vote of a quorum of eligible congregation members present and voting for approval.

Section 3. NOTICE

WESTMINSTER PRESBYTERIAN CHURCH, ESCONDIDO, CA

- a. A Notice containing proposed amendments or additions and the call for a meeting of the members shall be made in the manner prescribed in Article IV. Sec. 5.

CERTIFICATION OF THE CLERK

I, the undersigned, certify that I am the presently elected and acting Clerk of Session of this church, a California non-profit religious corporation, and the above bylaws, consisting of 13 pages, are the bylaws of this Congregation as adopted at a meeting of the Congregation held on:

January 22, 1989

Elder Michael D. Dyekman

Clerk of Session

I, the undersigned, certify that I am the presently elected and acting Clerk of Session of this church, a California non-profit religious corporation, and the above bylaws were amended by action of the Congregation at a meeting held on:

January 7, 1990.

Elder David P. Cumming

Clerk of Session

Attested: Rev. Joyce DeGraaff

WESTMINSTER PRESBYTERIAN CHURCH, ESCONDIDO, CA

Moderator

I, the undersigned, certify that I am the presently elected and acting Clerk of Session of this church, a California non-profit religious corporation, and the above bylaws were amended by action of the Congregation at a meeting held on:

APRIL 13, 1999

Carole J. Ostrander

Clerk of Session

Attested: Rev. James Rauch

Moderator

I, the undersigned, certify that I am the presently elected and acting Clerk of Session of this church, a California non-profit religious corporation, and the above bylaws were amended by action of the Congregation at a meeting held on:

JANUARY 24, 2010

Carole J. Ostrander

Clerk of Session

Attested: Rev. James Rauch

Moderator