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## BYLAWS OF HERITAGE PRESBYTERIAN CHURCH, INC.

Whereas, the incorporators have adopted the articles of incorporation for Heritage Presbyterian Church, Inc., and

Whereas, The Heritage Presbyterian Church, Inc., is a particular church of the Presbyterian Church (U.S.A.), governed by the *Book of Order* of the Presbyterian Church (U.S.A.); and

Whereas, the corporation wishes to establish certain rules and procedures on matters not governed by the *Book of Order*;

Now, therefore, the corporation adopts the following Bylaws to establish such rules and procedures.

### ARTICLE 1

#### REGISTERED OFFICE AND AGENT

1.1 **Registered Office and Agent.** The registered office of the Corporation shall be at 5323 Bells Ferry Road; Acworth, GA, 30102. The registered agent shall be the Pastor of the congregation.

### ARTICLE 2

#### CONGREGATIONAL MEETINGS

2.1 **Time and Place of Meetings.** Congregational meetings shall normally be held at the Heritage Presbyterian Church, at such date and time as may be fixed by the Session or as may be called by the Presbytery.

2.2 **Meetings.**

a. The Annual Meeting of the Congregation shall be held each year at a date and time designated by the Session and stated in the notice of the Meeting.

b. Other meetings shall be called as provided in the *Book of Order* of the Presbyterian Church (U.S.A.) as the same now exists or may hereafter be amended.

c. The latest version of *Roberts Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

2.3 **Notice of Meetings.** Public notice stating the place, day, and hour of the meeting and, in case of a special meeting the purpose or purposes for which the meeting is called, shall be given by adequate public notice (ordinarily two successive Sundays) before the date of the meeting, orally giving such notice during the regular Sunday worship service and by publication of same in the church bulletin or newsletter, if any. (G.1.0502)

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2.4 **Waiver of Notice.** Attendance of a Member at a meeting shall itself constitute waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objection to the transaction of business.

2.5 **Presence of a Quorum.** If a quorum is present, the affirmative vote of a majority of the Members at the meeting and entitled to vote on the subject matter, shall be the act of the Members, unless the vote of a greater number is required by the Georgia Nonprofit Corporation Code or by the *Book of Order* of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended. When a quorum is present to organize a meeting, the Members present may continue to do business at the meeting, or any adjournment thereof, notwithstanding the withdrawal of enough Members to leave less than a quorum. A quorum for a congregational meeting shall be ten percent of the current membership of the congregation. (G-1.0501)

2.6 **Adjournment.** Any meeting of the Members may be adjourned by a majority of the Members present at a meeting, whether or not a quorum is present. Notice of the adjourned meeting or of the business to be transacted at such meeting shall not be necessary, provided the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

2.7 **Voting Rights.** Each Member present at a Congregational meeting shall be entitled to one vote.

2.8 **Proxies.** A proxy shall not be valid.

2.9 **Action by Electronic Communication** In the event that circumstances prevent the opportunity for the congregation to gather in person, the Session may call a congregational meeting by means of electronic communication through which all persons participating in the meeting have equal access to materials presented, and have opportunity to discuss and respond to the item of business. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Minutes for such action will be recorded by the Clerk of Session and approved at a subsequent in person meeting.

### **ARTICLE 3**

#### **THE SESSION**

3.1 **The Session as the Board of Directors.** The affairs of the Corporation shall be managed by a Session consisting of the installed Pastor(s) and the Elders, elected by the congregation, in active service of the church, which body shall constitute the Board of Directors of the Corporation.

3.2 **The Number of Elders.** The Session of Heritage Presbyterian Church shall consist of the

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Pastor(s) and twelve active Elders.

3.3 **Term of Office.** The Elders shall be elected to the session for a term of three years at a meeting of the congregation. Each Elder on the Session shall hold office for the term for which they are elected and until their successor shall have been elected and qualified, or until their earlier resignation, removal from office, death, or incapacity to serve. Individuals may serve no more than six consecutive years. Election shall be to classes as nearly equal as possible. (G.2.0404)

3.4 **Vacancies.** Vacancies shall be filled in the same manner by which Elders are elected to the Session as described in section 3.1. The elders remaining on the Session after the vacancy occurs shall have full authority to act on behalf of the Session during the period that a vacancy exists even though there may be less than the minimum of elders specified in Section 3.2

3.5 **Compensation.** Elders shall not receive a salary for their services as members of the session; but may be reimbursed for any and all expenses involved. An elder may serve the Corporation in a capacity other than that of a member of the Session and receive compensation for the services rendered in that other capacity.

#### **ARTICLE 4**

##### **SESSION MEETINGS**

4.1 **Stated Meeting.** The Session shall hold stated meetings at least quarterly. Unless notice of the meeting states another place, the meetings shall be held at the Heritage Presbyterian Church. (G-3.0203)

4.2 **Special Meetings.** Special Meetings of the Session may be called at any time by the Moderator, and shall be called by the Moderator when requested in writing to do so by any two members of the Session. Unless notice of the meeting states another place, the meetings shall be held at the Heritage Presbyterian Church. (G-3.0203)

4.3 **Notice of Meetings.** Notice of the Stated Meeting of the Session need not be given. Reasonable notice of each Special Meeting, setting the time and place of the meeting, shall be given to each Elder on the Session when other than routine business is to be transacted. No notices of any meeting of the Session need state the business to be transacted at, or the purpose of, any regular or special meeting of the Session.

4.4 **Presence of a Quorum.** A quorum for a Session meeting shall consist of half the number, plus one, of installed elders. A quorum of two installed elders plus the Moderator shall be required to receive new members. (G-3.0203)

4.5 **Waiver of Notice.** Attendance of a member of the Session at a meeting shall constitute a waiver of notice of that meeting unless they attend for the purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

4.6 **Adjournment.** A meeting of the Session may be adjourned by a majority of the members present, whether or not a quorum exists. Notice of the time and place of the

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adjourned meeting and of the business to be transacted thereat, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary.

4.7 **Action by Consent.** Any action required or permitted to be taken at a meeting of the Session may be taken without a meeting if written consent setting forth the action so taken, shall be signed by all the members of the Session, and be filed with the Minutes of the proceeding of the Session. Such consent shall have the same force and effect as a unanimous vote.

4.8 **Action by Electronic Communication** Members of the Session, or any committee designated by the Session, may participate in a meeting of the Session or such committee by means of electronic communication through which all persons participating in the meeting shall have equal access to materials presented and shall have opportunity to discuss and respond to the item of business. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting. Minutes of an electronic meeting will be recorded by the Clerk of Session and approved at a subsequent in person meeting.

## **ARTICLE 5**

### **EXECUTIVE OFFICERS**

5.1 **Executive Officers.** The Executive Officers of the Corporation shall be the Pastor, the Clerk of the Session and the Treasurer. No two executive offices may be held by the same person at the same time.

5.2 **Pastor.** The Pastor shall serve as President of the Corporation and shall serve as Moderator of all meetings of the Session and of the Congregation, and shall be an ex-officio member of all Standing Committees and the Board of Deacons. The Pastor shall be the Chief Executive Officer of the Corporation and shall have the responsibility for the general supervision of the affairs of the Corporation. They shall perform whatever other duties the Session may from time to time request. If there is no installed pastor, or if the installed pastor is unable to invite another moderator, the presbytery shall make provisions for a moderator. (G-3.0201)

5.3 **Clerk of the Session.** The Clerk of the Session shall serve as Secretary of the Corporation and shall keep minutes of all meetings of the Congregation and of the Session. They shall have charge of the Minute Books, Registers, and seal of the Corporation. They shall perform such other duties and have such other powers as may from time to time be delegated to them by the Pastor or the Session. The Clerk of the Session shall be a ruling elder elected by the Session for such term as it may determine. (G-3.0104) and shall hold office for the term to which they are elected, and until their successor has been elected and has qualified, or until their earlier resignation, removal from office, death or incapacity to serve.

5.4 **Treasurer.** The Treasurer of the Corporation shall be charged with the management of the financial affairs of the Corporation and shall have such other duties as shall be delegated to them by the Pastor or the Session. The Treasurer shall be elected from the Disbursement Treasurers by the Session for a term as it may determine. They shall hold office until their

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successor has been elected and has qualified, or until their earlier resignation, removal from office, death or incapacity to serve.

5.5 **Vacancies.** When a vacancy occurs in the Clerk of Session or Treasurer positions by death, resignation, or otherwise, the vacancy may be filled by the Session. The officer so selected shall hold office for the remainder of the term of the officer vacating such office, and until their successor has been elected and has qualified, or until their earlier resignation, removal from office, death or incapacity to serve.

5.6 **Delegation of Duties.** Whenever an Executive Officer (other than the Pastor) is absent or whenever for any reason the Session may deem it desirable, the Session may delegate the powers and duties of that officer to one or more Executive Officers or to any Elder or Elders.

5.7 **Removal of Executive Officers.** Any Executive Officer of the Corporation (other than the Pastor) may be removed by a majority vote of the Session, when in their judgment the best interests of the Corporation will be served by such removal.

## **ARTICLE 6**

### **DEACONS**

6.1 **Ministry of Deacons.** 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. (G-2.0201)

6.2 **Board of Deacons.** A Board of Deacons shall be formed, consisting of 12 Deacons, whose work shall be directed by the Session. Deacons may be given special assignments in the congregation, such as caring for members in need, but shall organize their own work, with assistance from the Pastor and the Session. (G-2.0202) Deacons shall assume duties as may be delegated to them by the Session, including assisting with the Lord's Supper. (W-3.0414).

6.3 **Term of Office.** The Deacons shall ordinarily be elected to the Board of Deacons for a term of three years at a meeting of the congregation. Each Deacon shall hold office for the term for which they are elected and until their successor shall have been elected and qualified, or until their earlier resignation, removal from office, death, or incapacity to serve. Individuals may serve no more than six consecutive years. Election shall be to classes as nearly equal as possible. (G.2.0404)

6.4 **Vacancies.** Vacancies shall be filled in the same manner by which Deacons are elected as described in section 6.2. Deacons remaining on the Board of Deacons after the vacancy occurs shall have full authority to act during the period that a vacancy exists even though there may be less than the minimum of Deacons as specified in Section 6.2.

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6.5 **Compensation.** Deacons shall not receive a salary for their services as members of the Board of Deacons, but may be reimbursed for any and all expenses involved. A Deacon may serve the Corporation in a capacity other than that of a member of the Session and receive compensation for the services rendered in that other capacity.

## **ARTICLE 7**

### **MISCELLANEOUS**

7.1 **Inspection of Books.** All books and records of the Corporation may be inspected by any Member, or their agent or attorney, for any proper purpose at any reasonable time on written demand stating such purposes.

7.2 **Seal.** The Corporate Seal shall be in such form as the Session may from time to time determine. In the event that it is inconvenient at any time to use the Corporate Seal of the Corporation, the words "Seal" or "Corporate Seal" enclosed in parentheses or scroll shall be deemed the Corporate Seal of the Corporation.

7.3 **Manual of Operations.** A Manual of Operations shall be created to include all the policies, procedures and operational strategies of the congregation, that will specify the form and guide the work of the Session. The Manual of Operations shall include, but not be limited to the documents outlining the work of: the Session and its committees, the Board of Deacons and its committees, and the Presbyterian Women. It will include all Personnel and Facilities policies including the Child Protection Policy, the Sexual Misconduct Policy, the Financial Policies, the Wedding Policy, and the Building Use policy. The Manual will be kept current and reviewed annually by the Session. (G-3.0106)

## **ARTICLE 8**

### **BOOK OF ORDER OF THE PRESBYTERIAN CHURCH (U.S.A.)**

8.1 These Bylaws shall be subject to the provisions of the *Book of Order* of the Presbyterian Church (U.S.A.), as the same now exists or may hereafter from time to time be amended. Any conflict between the Bylaws and said *Book of Order* shall be governed by the provisions of said *Book of Order*. Any matters not specifically provided for in the Bylaws shall be governed by the applicable provisions of said *Book of Order*.

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**ARTICLE 9**  
**AMENDING THE BYLAWS**

9.1 These Bylaws may be amended subject to the Articles of Incorporation, the laws of the state of Georgia and the *Constitution of the Presbyterian Church (U.S.A.)* by a two-thirds vote of the members present, providing that the proposed changes in printed form shall have been distributed with the call of the meeting at which the changes are voted upon.

Adopted: April 7, 1986

Revised: May 31, 2020