

## BYLAWS

OF

## FAITH PRESBYTERIAN CHURCH OF SARASOTA, INC.

### Introduction.

These Bylaws replace, in their entirety, any previous Constitution and/or Bylaws of Faith Presbyterian Church.

The operation of Faith Presbyterian Church shall in all instances be according to the Holy Scriptures and the Constitution of the Presbyterian Church in America, which consists of the doctrinal standards set forth in the Westminster Confession of Faith, together with the Larger and Shorter Catechisms and The Book of Church Order, as adopted by the Presbyterian Church in America. These aforementioned documents include the doctrinal and procedural positions of local churches that are members of the presbyteries of the Presbyterian Church in America.

Faith Presbyterian Church is to be governed by the Session. This governing body is responsible for all of the operations of the Church, including receipt and disposition of funds. Therefore, the Treasurer of the Corporation is subject to the Session of the Church.

These Bylaws are for the purpose of governing the Board of Trustees and the Officers of the nonprofit Corporation, FAITH PRESBYTERIAN CHURCH OF SARASOTA, INC. They are to provide procedures wherein actions by these officers are necessary. These Bylaws shall not govern the operation of the Session or the Board of Deacons.

The Board of Trustees and corporate Officers are responsible for the lawful corporate affairs of the Corporation. They are subject to The Book of Church Order of the Presbyterian Church in America, the lawful directions of the Session of Faith Presbyterian Church, the laws of the State of Florida, the Articles of Incorporation and these Bylaws.

The purposes of Faith Presbyterian Church are those stated in the Articles of Incorporation. These Bylaws are to conform in all aspects to those purposes. Further, at any time that there is a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern. At any time there is a conflict between these Bylaws and The Book of Church Order of the Presbyterian Church in America, except as may be required by the laws of the State of Florida or the United States of America (provided such laws are not in conflict with the Holy Scripture or doctrine), The Book of Church Order shall govern.

### ARTICLE I. OFFICES

Section 1.01. Registered Office. The address of the registered office of the Corporation is 1201 North Beneva Road, Sarasota, FL 34232.

Section 1.02. Other Offices. The Corporation may have officers at such place or places within or without the State of Florida as the Board of Trustees may from time to time appoint or as the business of the Corporation may require or make desirable.

### ARTICLE II. TRUSTEES

Section 2.01. Powers. The civil activities and affairs of the Corporation shall be managed by its Board of Trustees. In addition to the powers and authority expressly conferred on it by the Articles of Incorporation and these Bylaws, the Board of Trustees may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by law (provided such laws are not in conflict with the Holy Scriptures or doctrine), by the Constitution of the Presbyterian Church in America, by the Articles of Incorporation, or by these Bylaws. Such powers and authority shall include, but not

be limited to, the buying, selling and mortgaging of property for the church, the acquiring and conveying of title to such property, the holding and defending of title to the same, and the managing of any permanent special funds entrusted to them for the furtherance of the purposes of the church, provided that such duties do not infringe upon the powers and duties of the Session or of the Board of Deacons. In buying, selling, and mortgaging real property, the Trustees shall act solely under the authority of the Corporation, granted in a duly constituted meeting of the members of the Corporation.

Section 2.02. Number. The Board of Trustees shall consist of not less than three persons.

Section 2.03. Qualifications, Election, and Term. The Board of Trustees shall consist of all current, active Ruling Elders serving on the Session of the church. Each Ruling Elder/Trustee shall be elected according to the qualifications and procedure detailed in The Book of Church Order of the Presbyterian Church in America. Each Trustee shall serve on the Board of Trustees as long as he is an active member of the Session of the church.

Section 2.04. No Compensation. The Trustees shall serve without compensation, except that the Board by resolution may provide for reasonable expenses for attendance at meetings of the Board to be reimbursed.

Section 2.05. Regular Meetings. Meetings of the Board of Trustees shall be held at such place as may from time to time be fixed by resolution of the Board of Trustees, or as may be specified in the notice of meeting. Regular meetings of the Board of Trustees shall be held at such time as may from time to time be fixed by resolution of the Board of Trustees.

Section 2.06. Special Meetings. Special meetings may be held if called pursuant to Section 2.07 herein with at least two days' notice by telephone or personal delivery, or five days' notice by first class or electronic mail, of the time and place of the meeting to each Trustee.

Section 2.07. Calling Meetings. Meetings of the Board of Trustees may be called by the President of the Corporation when he may judge it requisite or when requested to do so by any two of the Trustees.

Section 2.08. Waiver of Notice. Notice of a meeting of the Board of Trustees need not be given in any event to any Trustee who signs a waiver of notice either before or after the meeting. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting 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 if a Trustee states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 2.09. Contents of Notice. The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Trustees need not be specified in the notice or waiver of notice of such meeting.

Section 2.10. Quorum. A majority of the Trustees at a meeting duly assembled, shall constitute a quorum for the transaction of business, and the act of a majority of such Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. If at any meeting of the Board of Trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until quorum shall have been obtained.

Section 2.11. Conduct of Meetings. The President of the Corporation, and in his absence the acting President, named by the Board of Trustees, shall preside at meetings of the Board of Trustees. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the presiding Officer, shall act as Secretary for meetings of the Board of Trustees. Meetings shall be governed by The Book of Church Order of the Presbyterian Church in America and most recent edition of Robert's Rules of Order, except where Robert's Rules of Order are inconsistent therewith.

Section 2.12. Telephone Participation. Trustees may participate in meetings of the Board of Trustees through use of conference telephone or similar communications equipment so long as all Trustees participating in the meeting can hear one

another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum in any vote.

Section 2.13. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all members of the Board or of such committee, as the case may be. Such written consent shall be filed with the minutes of the proceedings of the Board or committee.

Section 2.14. Adjournment. A majority of the Trustees present, whether or not a quorum exists, may adjourn any meeting of the Board of Trustees to another time and place. Notice of any such adjourned meeting shall be given to the Trustees who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Trustees, with at least two days' notice by telephone or personal delivery, or five days' notice by first class or electronic mail, of the time and place of the meeting.

Section 2.15. Removal. The Board of Trustees may declare the position of a Trustee vacant, and may remove such Trustee for cause, on occurrence of any of the following events: the Trustee has been declared of unsound mind by a final order of court, the Trustee has been convicted of a felony, or the Trustee has been deposed from the office of Ruling Elder through church discipline.

Section 2.16. Resignation. Any Trustee may resign by giving written notice to the President or the Secretary of the Corporation. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation, or if the Corporation would be left without the minimum number of duly elected Trustees in which event the resignation shall be effective upon the election of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective.

Section 2.17. Vacancies. A vacancy on the Board of Trustees shall exist on the death, resignation, or removal of any Trustee; whenever the number of Trustees authorized is increased; and on failure of the Congregation to elect the full number of Ruling Elders/Trustees authorized. Such vacancies can only be filled for the remainder of the term by the election of additional Ruling Elders/Trustees by the Congregation.

### ARTICLE III. COMMITTEES

Section 3.01. Committees. Committees may be established by the Board from time to time; shall consist of two or more Trustees, as provided by the Board; and shall be authorized to exercise the authority of the Board of Trustees to the extent provided in the resolution creating any such committee. Any such committee shall act by majority vote; and shall have a quorum of one-third of the member Trustees, but in any event not less than two Trustees.

### ARTICLE IV. OFFICERS

Section 4.01. The President, Secretary and Vice President shall serve ex officio as provided below.

Section 4.02. Other Officers. The Board of Trustees at any time and from time to time may appoint such other Officers as it shall deem necessary, including one or more Assistant Treasurers, and one or more Assistant Secretaries, who shall hold their offices for such terms as shall be determined by the Board and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees or the President.

Section 4.03. Multiple Offices. Any person may hold any two or more Offices, except that no person may hold both the Offices of President and Secretary.

Section 4.04. Compensation. The salaries of the Officers of the Corporation shall be fixed by the Session of the church.

Section 4.05. Term. Each Officer of the Corporation shall hold office until his successor is chosen or until his earlier resignation, death, or removal.

Section 4.06. President. The Senior Pastor of the church shall serve as the President of the Corporation. The President:

- shall preside at all meetings of the members of the Board of Trustees and at all Congregational meetings;
- shall be an advisory member of all committees;
- shall sign such papers as may be required by his office or as may be directed by the Board of Trustees;
- shall make such reports and recommendations to the Board of Trustees of the Corporation at any regular or special meetings, concerning the work and affairs of the Corporation, as in his judgment may be necessary for their information and guidance;
- may require such reports from the Treasurer and Secretary, as in his judgment are necessary; shall manage the affairs and direct the work and employees of the Corporation, subject to and in accordance with the directions of the Session;
- shall be authorized to incur expenses in accordance with the approved budget, or as directed by the Session; and
- shall perform such other duties as may be incidental to the office.

Section 4.07. Vice President. One member of the Board of Trustees shall be named by the Board to serve as Vice President of the Corporation. The Vice President shall perform the duties of the President in the event of the absence, resignation, refusal to act, or inability to act of the President.

Section 4.08. Secretary. The Clerk of the Session shall serve as the Secretary of the Corporation. The Secretary:

- shall issue in writing all notices of meetings; shall notify individuals of their election to the Session and the Board of Trustees;
- shall keep complete records and minutes of meetings of the Board and of the Congregation;
- shall furnish the Board of Trustees with a list of officers, members of the Board of Trustees, and members of committees whose terms are expiring;
- shall mail such other notices as may be directed by the Board of Trustees;
- shall be custodian of all records of the Corporation, except such records and papers as shall be kept by the Treasurer as herein provided;
- shall sign such papers as may be required by his office or as directed by the Board of Trustees; and
- shall perform such other duties as may be incidental to the office.

Section 4.09. Treasurer. The Treasurer of the Board of Deacons shall serve as the Treasurer of the Corporation. The Treasurer:

- shall receive all moneys of the Corporation and have custody thereof;
- shall deposit the funds of the Corporation in one or more banks selected by the Board of Trustees;
- shall disburse funds in accordance with the directions of and upon the signatures of persons designated by the Board of Trustees;
- shall keep a full account of all moneys received and paid out and shall make such reports thereof to the President and Board of Trustees as they may require;
- shall receive and have custody of all deeds, securities, notes, contracts and other financial papers of the Corporation and place them for safekeeping as designated by the Board of Trustees and under such rules as to access as the Board of Trustees shall determine;
- shall keep full account of all deeds, securities, notes and financial papers of the Corporation and make such accountings and reports thereof to the President and Board of Trustees as they may require;
- shall cause the books of account of the Corporation to be reviewed, when required by the Board of Trustees, by a public accountant approved by the Board of Trustees;
- shall cause to be prepared and present annually at a meeting of the Trustees a comprehensive financial statement;
- shall sign such papers as may be required by his office or as may be directed by the Board of Trustees; and
- shall perform such other duties as may be incidental to the office.

The Treasurer shall not be required to give any bonds, unless the Board of Trustees provide otherwise and in the amounts as they shall determine, for the faithful performance of his/her duties. The said books of account shall be open at any time during regular business hours to inspections by any Trustee, the President, and the Secretary.

Section 4.10. Contracts. Unless authorized in a particular instance by the Board of Trustees by resolution, no Officer, employee, or agent shall have any authority to bind the Corporation by any contract, to pledge its assets or credit, or to render it liable pecuniarily, for any amount in excess of \$500. If so authorized, or if less than \$500, any of the foregoing Officers singly may execute contracts or deliver instruments on behalf of the Corporation, pledge its assets or credit, or render it liable pecuniarily.

Section 4.11. Removal. The Board of Trustees may remove any Officer other than President with or without cause whenever in its judgment the best interests of the Corporation will be served thereby. Removal of the President shall be handled according to The Book of Church Order of the Presbyterian Church in America. Election or appointment of an Officer or other agent shall not of itself create contract rights.

Section 4.12. Resignation. Any Officer may resign at any time on written notice to the Board of Trustees, to take effect immediately unless a future effective date is specified, without prejudice to any rights of the Corporation under any contract to which the Officer is a party.

Section 4.13. Vacancies. A vacancy in any Office shall exist on the death, resignation, or removal of any Officer. In case of a vacancy, the Board of Trustees may elect a new Officer, except for the Offices of President and Vice President, which shall be filled by men selected according to the procedures detailed in The Book of Church Order of the Presbyterian Church in America. In case of the absence of any Officer of the Corporation, or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may delegate, for the time being, any or all of the powers or duties of such Officer to any other Officer or to any Trustee.

## ARTICLE V. MEMBERSHIP

Section 5.01. Qualifications. Members shall be those persons who have qualified and been admitted into the communing membership of the church according to the requirements and provisions of The Book of Church Order of the Presbyterian Church in America and the Session of the church. Each member shall be entitled to one vote each.

Section 5.02. Meetings. Meetings of the Congregation of the church, when called pursuant to the procedures required by The Book of Church Order of the Presbyterian Church in America, shall be considered to be meetings of the Corporation when the purpose of calling such meetings is for the consideration of matters concerning civil law, such as the buying, selling or mortgaging of real estate. Such Congregational meetings shall be conducted according to the rules and procedures of The Book of Church Order of the Presbyterian Church in America and the most recent edition of Robert's Rules of Order, except where Robert's Rules of Order are inconsistent therewith.

## ARTICLE VI. AMENDMENTS

Section 6.01. Amendment. Amendments to the Bylaws may be made by resolution of a duly constituted meeting of the Corporation at which two-thirds vote there for.

APPROVED: At a duly constituted meeting of the Corporation on April 13, 2011.