

**BYLAWS FOR THE FIRST PRESBYTERIAN CHURCH (U.S.A.)
LA GRANDE, OREGON**

1

The First Presbyterian Church, being a particular congregation of the Presbyterian Church (U.S.A.), recognizes that the constitution of said church is, in all its provisions, obligatory upon it and its members.

2

There shall be an annual meeting of the congregation in the church for the transaction of any business properly coming before such meeting.

3

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 shall be considered.

4

Public notice of the time, place and purpose of all meetings of the congregation shall be given from the pulpit on the two Sundays preceding the meeting.

5

The pastor shall preside. If the church 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 is otherwise unable to be present, a minister of Eastern Oregon Presbytery shall be invited by the Session to preside. This invitation shall be cleared through the committee on ministry, Eastern Oregon Presbytery.

6

Clerk of the Session shall be secretary of the meetings of the congregation. In the clerk's inability to attend, the congregation shall designate a secretary.

7

As required by the laws of the State of Oregon, only members eighteen (18) years or older shall be eligible to vote on questions dealing with property and matters that are strictly the business of the corporation. Otherwise, all members of the church are eligible to vote at all stated and special meetings of the church. Voting by proxy is not allowed.

8

Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, except in those cases where the constitution provides otherwise.

9

Congregational meetings shall be opened and closed with prayer.

10

A quorum of the meeting of the congregation shall be ten percent (10%) of the membership and if a corporate matter, then ten percent (10%) of the members eighteen (18) years or older plus a moderator and secretary.

11

The congregation shall elect annually from among its active membership a Congregational Nominating Committee consisting of at least five members to serve a one (1) year term for the purpose of nominating active members to the Session, Board of Deacons, and Board of Trustees. The Congregational Nominating Committee shall be comprised of one (1) ruling elder who shall serve as chair and who is currently serving on the Session, one (1) deacon currently serving on the Board of Deacons, and at least three (3) other active members who represent the diversity of the congregation's membership who are not currently serving on Session or the Board of Deacons. The pastor(s) shall serve ex officio and without vote. No members of the Congregational Nominating Committee shall serve for more than three consecutive terms. Any member of the Congregational Nominating Committee who has served three consecutive terms shall be ineligible for election to that committee for at least one year.

12

Session shall be comprised of between seven (7) and ten (10) ruling elders. Between six (6) and nine (9) of the ruling elders shall be divided into three classes as equal as possible, one class of whom shall be elected each year at the annual meeting for a three-year term. One additional ruling elder shall be nominated from the Board of Trustees from among its membership and elected by the congregation to also serve on Session for a one-year term. No ruling elders shall serve on the Session for consecutive terms, either full or partial, aggregating more than six years. A ruling elder who has served six years shall be ineligible for election to the Session for at least one year.

13

The Board of Deacons shall be comprised of a maximum of eighteen (18) deacons divided into three classes, one class of whom shall be elected each year at the annual meeting for a three-year term. No deacon shall serve on the Board of Deacons for consecutive terms, either full or partial, aggregating more than six years. A deacon who has served six years shall be ineligible for election to the Board of Deacons for at least one year.

14

The Board of Trustees shall be comprised of three (3) trustees divided into three equal classes, one class of who shall be elected each year at the annual meeting for a three-year term. No trustee shall serve on the Board of Trustees for consecutive terms, either full or partial, aggregating more than six (6) years. A trustee who has served six years shall be ineligible for election to the Board of Trustees for at least one year.

15

The Board of Trustees shall have the following powers:

To receive, hold, encumber, manage and transfer property, real or personal, for the church; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the church, all subject to the authority of the Session and under the provisions of the constitution of the Presbyterian Church (U.S.A.).

A. The Board of Trustees shall select from among their members a presiding officer and a secretary who shall serve as a clerk to record minutes of meetings and keep records.

B. The Board of Trustees shall establish and manage trust, foundation or endowment funds, as appropriate.

C. A quorum for the transaction of business as trustees shall be a majority of the trustees then in office.

16

In the case of vacancies on the Session, Board of Deacons, or the Board of Trustees, the Congregation Nominating Committee shall attempt to identify and nominate active members as soon as they are notified of a vacancy. Vacancies shall be filled at the annual meeting or at a special meeting of the congregation. The Session and boards of the church shall have full authority to fulfill their duties as defined by the Constitution of the Presbyterian Church (U.S.A.) and these Bylaws unless the number of vacancies exceeds the set quorum of the session or the boards of the church.

These bylaws may be amended subject to the charter of the corporation, Form of Government, the laws of the State of Oregon, and the constitution of the Presbyterian Church (U.S.A.) at any annual meeting or at any special meeting by two-thirds (2/3) vote of the voters present provided that a full reading of the proposed changes or a printed distribution of the same shall have been made in connection with the call of the meeting.

These bylaws shall be effective upon adoption at any annual or special meeting of the congregation.

I, Keith D. Hudson, Moderator, and Meg Valentine, Designated Clerk for the Congregational Meeting on September 17, 2017, do hereby certify that these bylaws as amended were duly approved at a general meeting of the congregation of the First Presbyterian Church (U.S.A.), La Grande, Oregon, on the 17th day of September, 2017.

Keith D. Hudson, Moderator

Meg Valentine , Designated Clerk