

**BYLAWS  
OF  
THE FIRST PRESBYTERIAN CHURCH OF STAMFORD, CONNECTICUT  
(THE CORPORATION)**

**PREAMBLE**

These bylaws provide an integrated set of rules and regulations for the operation of the Congregation of The First Presbyterian Church of Stamford, Connecticut, which is primarily an ecclesiastical or spiritual body, as well as for the operation of the Corporation, The First Presbyterian Church of Stamford, Connecticut, whose functions are to hold title to the Congregation's property and to manage its business affairs, subject to the will of the Congregation. The Congregation and the Corporation shall hereinafter sometimes be referred to severally and jointly as "the church". A single set of bylaws as outlined herein shall be used to guide the functioning of both the Congregation and the Corporation.

**ARTICLE I - NAME AND RELATIONSHIPS**

Section 1: Name. The name of this church shall be The First Presbyterian Church of Stamford, Connecticut. This Church was organized by what is now called the Presbytery of Southern New England in 1853 and was incorporated under the laws of the State of Connecticut on April 20, 1942.

Section 2: Association. This Church is a congregation of the Presbyterian Church (U.S.A.) and is subject to the guidance and direction of the General Assembly and of the Synod and the Presbytery of jurisdiction. These bylaws and all activities of this church shall always be in full conformity with the Constitution of the Presbyterian Church (U.S.A.) as properly interpreted by the governing bodies of jurisdiction and with the laws of the State of Connecticut.

**ARTICLE II - PRINCIPAL OFFICE**

Section 1: Principal Office. The principal office of the Corporation for transaction of the business of this church including its corporate affairs shall be at 1101 Bedford Street in the City of Stamford, County of Fairfield, State of Connecticut.

**ARTICLE III - OBJECTIVES**

Section 1: Church Objectives. The objectives of this Church are the proclamation of the gospel for the salvation of mankind; the shelter, nurture and spiritual fellowship of the children of God; the maintenance of divine worship; the preservation of truth; the promotion of social righteousness; and the exhibition of the Kingdom of Heaven to the world. In summary, this church's objective is "to know and share God's grace in Jesus Christ." *{Modified version of "Great Ends of the Church" statement in Book of Order G-1.0200}*

Section 2: Corporate Activities. To these ends, the Church as a corporation may, among other things, receive, hold, invest and disburse gifts, bequests and other funds; it may own, maintain and/or lease real estate and buildings, and any personal property which is deemed necessary to its objectives; and it may enter into, make and perform and carry out contract of every kind for any lawful purpose without limit to amount. All property, real and personal, held by the Church as a corporation shall be held, to the extent not inconsistent with the terms of the transfer, in trust for the Presbyterian Church (U.S.A.). Donors of property to the church will be encouraged to accept the requirement that all property, real and personal, held by the Church as a corporation, shall be held in trust for the Presbyterian Church (U.S.A.). *{Article 2.1 of PCUS & UPCUSA "Articles of Agreement"}*

Section 3: Constrained Activities. As a corporation, this Church has been formed under the Connecticut corporation law for the religious purposes set forth in Section 1 of this Article, and it shall be nonprofit and nonpartisan. The Corporation shall function in compliance with the provisions of the United States Internal Revenue Code, Section 501 (c) (3) setting forth the requirements to qualify as a tax-exempt corporation 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 intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office".

Section 4: Further Guidance. Neither the Congregation nor the Corporation shall, except in insubstantial degree, engage in any activities, disburse any funds or exercise any powers that are not in furtherance of the objectives set forth in Section 1 of this Article.

## ARTICLE IV - MEMBERSHIP AND VOTING

Section 1: Membership. The Congregation and the Corporation are both made up of all active members in good standing as well as of baptized members, inactive members and affiliate members. No person shall be denied membership for any reason not connected with profession of faith. *{Book of Order G-5.0200 & G-5.0103 & G-7.0301}*

Section 2: Voting. All active members, and only such active members, who are present at a congregational or corporation meeting are entitled to vote. Voting by proxy is not authorized. *{Book of Order G-7.0301, Robert's Rules of Order, Article 44}*

## ARTICLE V - CONGREGATIONAL MEETINGS

Section 1: Combined Meetings. Since the Church is both an ecclesiastical and a civil body, all meetings of the Congregation shall be considered both ecclesiastical and corporate in nature. Both ecclesiastical and corporate business may be conducted at the same congregational meeting. *{Book of Order G-7.0304}*

Section 2: Prayer. All congregational meetings shall be opened and closed with prayer. *{Book of Order G-9.0301}*

Section 3: Procedural Guidance. All meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise. *{Book of Order G-7.0302}*

Section 4: Notice. Public notice of a regular or special meeting of the Congregation stating time, place and purpose(s) thereof shall be given orally at the morning services on two successive Sundays next preceding the day of such meeting. *{Book of Order G-7.0302}*

Section 5: Annual Meeting. There shall be a meeting of the congregation in the month of February for the purpose of receiving annual reports from the Session and church organizations, including financial and other reports regarding the Corporation, to vote on the changes in the terms of the call(s) of the pastor(s) upon report of prior review by the Session and to transact any and all business that may properly come before it. *{Book of Order G-7.0302 & G-7.0303 & G-7.0304}*

Section 6: Election Meeting. There shall also be a meeting of the Congregation in January for the purpose of electing **ruling** elders, deacons, Treasurer, Assistant Treasurer, congregational members of the Nominating Committee and any other positions that may be required. These persons so elected shall take office in March after ordination, installation and/or public recognition.

Section 7: Special Meeting. Special meetings of the Congregation shall be called by the Presbytery or by the Session pursuant to (i) a majority vote of the Session, (ii) a request in writing by one-quarter of the active members of the Congregation, or (iii) a directive from the Presbytery. All such calls shall clearly state the purpose of such meeting and no other matters save those specified in the call may be considered. *{Book of Order G-7.0303}*

Section 8: Quorum. The quorum of a meeting of the Congregation and/or the Corporation shall be twenty-five members or one-tenth of the members, whichever is the greater. *{Book of Order G-7.0305}*

Section 9: Moderator. A pastor shall be the moderator of all meetings of the Congregation. When the church is without a pastor, the moderator of the Session appointed by Presbytery shall preside at all congregational meetings. If it is impracticable for a pastor or the moderator of Session appointed by Presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of Presbytery to preside. *{Book of Order G-7.0306}*

Section 10: Voting Decision. Since a **teaching elder minister** is not a member of the Congregation, she or he may not vote in the meeting of the Congregation. When there is a tie vote, the **teaching elder minister** presiding shall put the question a second time. If there is a tie vote again, the motion is lost. Except as otherwise provided by these bylaws or by the laws of the Presbyterian Church (U.S.A.), a majority of the votes cast shall decide any question brought before a meeting of the Congregation. *{Book of Order G-7.0308}*

Section 11: Secretary. The Clerk of Session shall be secretary of the meetings of the congregation. If the Clerk is unable to serve, the Congregation shall elect a secretary of the meeting. *{Book of Order G-7.0307}*

Section 12: Minutes. The minutes of each meeting of the Congregation shall be attested by the moderator and the secretary and shall be entered in the minute book of the Session. *{Book of Order G-7.0307}*

Section 13: Inspectors. Three inspectors of election may be appointed before or at each meeting of the Congregation. If appointments are to be made, one of the three inspectors must be appointed by the moderator of the meeting, the second inspector must be appointed by the President of the Corporation and the third must be appointed by the Moderator of the Board of Deacons. In the event inspectors are appointed, they shall decide all questions touching upon the qualification of voters and the acceptance or rejection of votes.

## ARTICLE VI - NOMINATION and ELECTION of CHURCH OFFICERS

Section 1: Definition of Officers. Officers of the church are defined as **ruling** elders and deacons. Provisions of this article of the bylaws apply only to **ruling** elders and deacons. *{Book of Order G-6.0100}*

Section 2: Nominating Committee. There shall be a representative nominating committee composed of ~~seven~~ **eight** members. ~~One Two~~ members of this committee shall be designated by and from the Session, ~~and one of whom~~ shall be named by the Session as Moderator. One member shall be designated by the Board of Deacons. Five members shall be elected by the Congregation from the church-at-large. Two alternates shall be elected by the Congregation to serve in a standby status until needed as a result of a vacancy on the committee. *{Book of Order G-14.0201b}*

Section 3: Exofficio Membership. The pastor(s) shall be a member of the nominating committee, serving exofficio, without a vote. *{Book of Order G-14.0201b}*

Section 4: Term. The nominating committee shall be chosen at the January Congregational meeting and no member of the committee shall serve more than three years consecutively. Their terms of office shall begin at the close of the meeting at which they are elected. *{Book of Order G-14.0201b}*

Section 5: Nominations. The nominating committee shall present the name of one eligible person for each office to be filled at the January meeting of the congregation. Full opportunity shall always be given to the congregation for nominations by any active member of the church provided that such nominations shall have been given advance approval by the nominees. A majority of all the voters present and voting at the congregational meeting shall be required to elect.

Section 6: Election Timing. **Ruling** elders and deacons, duly elected at the meeting, shall serve in three classes each of **ruling** elders and deacons in active service. One class shall expire each year. Each class shall be as nearly equal in size as possible. Terms shall always be for three years, except when it is necessary to elect some for a shorter term in order to equalize the numbers of the classes or to fill vacancies. No **ruling** elder or deacon shall serve for consecutive terms, either partial or full, aggregating more than five years on any single board and aggregating more than six years on any combination of the two boards. A **ruling** elder or deacon having served to either of these limits shall be ineligible for re-election for a period of at least one year. Terms of **ruling** elders and deacons shall terminate when their successors have been ordained and installed. *{Book of Order G-14.0201a}*

Section 7: Voting Method. Barring a request by at least two members for voting by ballot, all voting shall be by voice or show of hands.

Section 8: Training and Installation. A training meeting will be held by the Session soon after the election, at which time newly elected **ruling** elders and deacons will be given information on the duties of office and the Constitution of the Presbyterian Church (U.S.A.). Following the training meeting the Session will meet to approve the newly elected **ruling** elders and deacons and to appoint a day for the service of ordination and installation. Elected **ruling** elders and deacons shall be installed, and ordained if required, in a regular Sunday morning church service in March. *{Book of Order G-14.0205}*

Section 9: Resignations and Replacements. A **ruling** elder or deacon may resign from office by written notice to the respective organization. Membership on Session or the Board of Deacons terminates automatically upon termination of active membership in the church. Vacancies will be filled by activating the Nominating Committee and calling a Special Congregational Meeting as promptly as possible. A **ruling** elder or deacon thus elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor. *{Book of Order G-14.0210 & G-14.0201}*

## ARTICLE VII - SESSION

Section 1: Membership. Session membership shall be composed of the pastor(s) (and associate pastor(s), if any) and 15 **ruling** elders in active service. All members of the Session including the pastor(s) (and associate pastor(s), if any) are entitled to vote. *{Book of Order G-14.0101 & G-10.0101}*

Section 2: Moderator. The pastor(s) of the church shall be the moderator of the Session. In his or her absence, the pastor(s) may, with the concurrence of the Session, invite a ~~teaching elder~~ ~~minister~~ of the Presbytery to preside. If the church is without a pastor, the moderator of Session is a ~~teaching elder~~ ~~minister~~ appointed for that purpose by the Presbytery, or a minister of the Presbytery may be invited by Session (subject to concurrence of the Presbytery) to preside on a particular occasion. When it is impossible for a pastor or other invited minister to preside, Session, with the approval of the pastor(s) or moderator, may convene and elect one of its own members to preside. In all judicial cases the moderator of Session shall be a minister of Presbytery. ~~{Book of Order G-10.0103}~~

Section 3: Clerk of Session Duties. The Clerk of Session shall be ~~an~~ ~~ruling~~ elder elected by Session for such term as it may determine. The Clerk shall record the transactions of the church, keep its rolls of each type of membership and attendance, preserve its records carefully, and furnish such of its records for annual review as Presbytery may require. ~~{Book of Order G-9.0203}~~

Section 4: Session Responsibility. The Session shall have general superintendence over all affairs and activities of this church, except insofar as they may be specifically entrusted by the Constitution of the Presbyterian Church (U.S.A.) or by these bylaws to the Pastor(s) or Moderator, to the Congregation, or to a higher ~~council~~ ~~governing body~~. The Session shall function as the body under civil law with general supervision and responsibility for the corporate activities of the church as a Corporation in accordance with the laws of this State. Session may delegate particular aspects of its tasks to committees, boards and commissions. The Session shall appoint at least annually the membership and chairperson of the Session's permanent committees, and may ask members of the Congregation to serve on any of the Session's permanent or special committees. ~~{Book of Order G-6.0302 & G-10.0102}~~

Section 5: Complaints. A complaint against the Session may be filed with Presbytery by a member of the church after making written request of the Session to reconsider and correct an irregularity or cure a delinquency. ~~{Book of Order D-6.0500a}~~

Section 6: Meeting Frequency. The Session shall hold regular meetings, time and place designated by the Session. Special meetings may be called by the Moderator when he or she judges it necessary, and shall do so when requested in writing by any two members of the Session. The Session shall also meet when directed to do so by Presbytery. Written notice at least two weeks in advance of a special meeting or announcement from the pulpit on the Sunday next preceding the date of the special meeting must be given when other than routine business is to be transacted. All meetings shall be opened and closed with prayer. ~~{Book of Order G-10.0201}~~

Section 7: Open Meetings. The Session may invite members of the Congregation to attend and observe its meetings if it so desires, without restricting the right of Session to meet in executive session whenever circumstances indicate the wisdom of doing so. ~~{Book of Order G-10.0201}~~

Section 8: Quorum. A quorum of the Session shall be one-half of the members of the Session and shall include the Moderator. ~~{Book of Order G-10.0202}~~

Section 9: Fiscal Responsibility. Budget making, budget approval and the securing of revenues is a responsibility of Session. The Session shall be responsible for the collecting, holding, disbursing and accounting of all church funds. ~~{Book of Order G-10.0102h & G-10.0102g}~~

Section 10: Budget Adoption. The tentative budget, as approved by Session, shall be made available to the Congregation at least one week before the annual meeting for information and comment. The Congregation, at the annual meeting, shall review and approve the adequacy of the terms of call of the pastor(s) upon report of the prior review and recommendation by the Session, after which the final budget shall be adopted by the Session. ~~{Book of Order C-10.0102h & G-10.0102m & G-7.0304}~~

Section 11: Other Approvals. Borrowing funds beyond 10% of the church expenditure budget in any one year shall require the approval of the Congregation.

Section 12: Property Management Responsibility. The Session shall have responsibility for the care and management of church properties. ~~{Book of Order G-10.0102n}~~

Section 13: Financial Reporting. The Session and the Congregation shall be informed at the annual meeting of the detailed current status of each outstanding loan, grant or mortgage by or to the church. Loan sources and amounts shall be identified, including notation as to whether they are from a commercial lending institution or from Presbytery, Synod or General Assembly. In the case of loans, grants or mortgages made by the church, the name of the party receiving the loans, etc. shall be identified, including the specifics of any relationships such party has to the church membership. Such

information shall be recorded in the minutes of the meeting. If there are no outstanding obligations, a statement to that effect shall be made at the congregational meeting and so recorded in the minutes. ~~{Book of Order G-7.0304}~~

## ARTICLE VIII - CORPORATION AND OFFICERS

Section 1: Officer Positions. The officers of the Corporation shall be a President, a Vice President, and a Secretary (who may be the Clerk of Session), each of whom shall be elected for one year by the Session from among their number at their first meeting after the election meeting of the Corporation and who shall hold office until their successors are elected and shall have qualified in their stead. The Session may elect such other officers as it may from time to time determine. ~~{Book of Order G-10.0401}~~

Section 2: President. The President may sign or countersign all certificates, contracts and other instruments of the Corporation as authorized by the Session, and shall perform all such other duties as are incident to his or her office or as may be required of him or her by the Session. ~~{Book of Order G-10.0401}~~

Section 3: Vice President. The Vice President shall exercise the functions of the President of the Board during his or her absence or disability, and shall perform all such other duties as are incident to his or her office or as may be required of him or her by the Session. ~~{Book of order G-10.0401}~~

Section 4: Secretary. The Secretary shall have charge of the seal and the corporate minute books, and shall make such reports and perform such other duties as are incident to his or her office, or as may be required of him or her by the Session. ~~{Book of Order G-10.0401}~~

Section 5: Treasurer. The Treasurer is elected annually by the Congregation. The Treasurer, subject to the control of the Session, shall have charge of the investments, trust funds, property, and income of the Corporation and of its receipts and disbursements for church expenses, and upon all such matters regular reports shall be made to the Session. The Treasurer shall also be responsible for maintaining the Corporation's books of accounts. Resolutions of the Session authorizing the purchase, sale, or transfer of securities or the borrowing of money without collateral security shall be carried out and executed in the name of the Corporation by the Treasurer or by the President, or by any other officer or agent if specially appointed in such direction. ~~{Book of Order G-10.0401}~~

Section 6: Assistant Treasurer. The Assistant Treasurer is elected annually by the Congregation. The Assistant Treasurer shall perform the duties of the Treasurer during the latter's absence or inability to act. ~~{Book of Order G-10.0401}~~

Section 7: Removal. An officer of the Corporation may be removed from the officer position without cause by a vote of a majority of the Session with the officer in question not voting.

Section 8: Resignation and Replacement. Any officer may resign at any time by giving written notice to the Session or to the President. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon its acceptance by the Session. Further provisions concerning replacements are contained in Article VI, Section 9 of these bylaws. [New addition]

Section 9: Annual Meeting of the Corporation. The annual meeting of the Corporation shall be the annual meeting of the Congregation as outlined in Article V, Section 5 and for the purpose of transacting any business properly coming before such meeting. The call of the meeting shall be issued with the call of the annual meeting of the Congregation.

Section 10: Special Meeting of the Corporation. Special meetings of the corporation shall be called in accordance with the provisions of Article V, Section 6. The call of such meetings shall include the same notice as for the annual meeting.

Section 11: Presiding Officer/Secretary. The Moderator of the Session shall be the presiding officer of all meetings of the Corporation, including the corporation portion of the congregational annual meeting. The Secretary shall be secretary of the meetings of the Corporation. If the Secretary is unable to serve, the Corporation shall elect a secretary of the meeting. ~~{Book of Order G-7.0403b}~~

Section 12: Quorum/Voting. The quorum requirements at a meeting of the corporation are the same as those for a meeting of the congregation. All active members, and only active members, who are present at the meeting of the corporation, are entitled to vote subject to the minimum age for voting on corporate matters in the state of Connecticut. ~~{Book of Order G-7.0301}~~

Section 13: Procedural Guide. All meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise. *{Book of Order G-9.0302}*

Section 14: Annual Meeting Reports. At the annual meeting of the Corporation, the Session shall report to the Corporation (i) all receipts and disbursements for the previous year; (ii) an exhibit of the real property, trust funds and other resources of the Corporation; and (iii) any new business necessary to be undertaken for the welfare of the church. *{Book of Order G-9.0602}*

Section 15: Mandatory Vote. The corporation shall vote on matters related to buying, mortgaging, transferring and selling real property. *{Book of Order G-7.0304d}*

Section 16: Civil Duties. The Session shall perform all duties required of directors or trustees by civil law according to the powers granted to a nonprofit religious corporation by the laws of this State, and all actions shall be in conformity with the Articles of Incorporation of this Church and with these Bylaws. The Session may authorize and direct appropriate officers of the Corporation to carry out such duties and process any formal documents. *{Book of Order G-7.0401 & G-7.0402}*

Section 17: Written Permission. The church as a corporation shall not, without the written permission of Presbytery transmitted through Session: sell, mortgage or otherwise encumber its real property; lease its real property used for the purposes of worship; or lease any of its other real property for more than five years. *{Book of Order G-8.0501 & G-8.0502}*

## **ARTICLE IX - BOARD OF DEACONS**

Section 1: Members. The Board of Deacons shall consist of 27 members. Deacons shall be nominated and elected, and shall be organized into three equal classes as specified in Article VI, Section 6 of these bylaws.

Section 2: Advisory Members. The pastor(s) and associate pastor(s) shall be advisory and nonvoting member(s). *{Book of Order G-6.0403}*

Section 3: Moderator and Secretary. The Board of Deacons shall elect a moderator, a secretary and a treasurer from among its members. The secretary shall keep a record of the Board's proceedings. *{Book of Order G-6.0403}*

Section 4: Organizational Primacy. The Board of Deacons shall be under the supervision and authority of the Session. The records of the Board of Deacons shall be submitted to the Session at least quarterly and at other times upon request of the Session. *{Book of Order G-6.0404}*

Section 5: Meetings. The Board shall meet monthly in eight of the twelve months of the year and upon call of its moderator and when directed to meet by Session. 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 Session presiding. No binding decision may be reached in such joint meeting, but the Session and the Board may act separately on matters committed to their care. *{Book of Order G-6.0405}*

Section 6: Quorum. A quorum of the Board of Deacons shall be determined by the Board of Deacons. *{Book of Order G-6.0405}*

Section 7: Responsibilities. The office of Deacon, as set forth in Scripture, is one of sympathy, witness and service after the example of Jesus Christ. The Board of Deacons shall have the responsibility to minister to those in need, to the sick, to the friendless and to any who may be in distress. The Board shall assume such other duties as may be delegated to them from time to time by the Session. *{Book of Order G-6.0401 & G-6.0402}*

Section 8: Appointment Approval. The Board of Deacons may create such committees as are appropriate to the functions of the Board and may independently appoint members thereof.

## **ARTICLE X- INDEMNIFICATION**

Section 1: Definition. Indemnification is the payment or repayment by the church of costs incurred by an officer or agent of the church in defense of any suit brought against him or her because of being, or having been, such officer or agent; or of all costs incurred if the suit is compromised or settled with the approval of the court of jurisdiction, excluding, however, any suit in which the officer or agent is adjudged liable because of willful neglect or misconduct in the performance or non-performance of duty in such position or for exceeding his or her authority.

Section 2: Coverage. Appropriate indemnification of church officers and agents shall be determined by the Session within the 60 days immediately following the annual meeting of the congregation. Provision of that indemnification shall be completed within 120 days immediately following the annual meeting of the congregation.

## ARTICLE XI - AMENDMENTS

Section 1: Replacement. These bylaws replace in their entirety all previous bylaws for the Congregation and the Corporation.

Section 2: Amendment. These bylaws may be amended subject to the Articles of Incorporation, the laws of Connecticut and the Constitution of the Presbyterian Church (U.S.A.) at any regular or special meeting of the congregation by a two-thirds affirmative vote of the active members present, when a quorum is present, provided that a printed distribution of the proposed changes has been made available at the church at the time of the call of the meeting. These bylaws or the Articles of Incorporation may not be amended contrary to or so as not to respect the provisions of the Constitution of the Presbyterian Church (U.S.A).

Section 3: Suspension. These bylaws may be suspended at any meeting of the Congregation/Corporation by a vote of three-quarters of the members present, provided that such suspension does not conflict with any rule of the General Assembly. A separate vote shall be taken for each rule that is to be suspended.

*March 1992*  
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*Amended December 13, 1998*  
*Revised November 5, 2000*  
*Revised January 21, 2007*  
*Amended January 22, 2012*