

**Handbook for Use
in
Prayerfully Considering
Being a
Trustee
at
Eastridge Presbyterian Church**

Revised November 2008

LETTER FROM THE PASTOR

Thank you for prayerfully considering being a Trustee for the Eastridge Presbyterian Church Corporation. This is an important responsibility in the life of our Church.

The members of the Board of Trustees as the corporate officers of the civil corporation are entrusted with the important task of managing, maintaining and improving the physical infrastructure of the church along with the church's various properties and grounds. This must be accomplished within the financial abilities of the congregation. The Board of Trustees is also entrusted with the essential task of ensuring the funds and financial assets of the church are handled in a fiscally responsible manner. To this end, the Board of Trustees monitors and approves the expenditure of church funds, within the guidelines established by Session, and is responsible for coordinating the annual financial review or audit. Each January the Board presents to the congregation reports detailing the financial status of the church.

Therefore, among the Board of Trustees members there are needed persons with financial knowledge and experience and persons with knowledge and abilities regarding the care and maintenance of buildings and grounds. If you have any of these abilities the Board of Trustees may be a place where you can contribute to your church and Christ's work.

If you have any questions or need additional information, I would be most happy to talk with you, or you may want to visit with our Business Manager, or with the Moderator of the Board of Trustees who also serves as the President of the church corporation.

We would also be happy to pray with you as you consider accepting this position in our church.

Sincerely,

James W. Crelin, 3rd

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PART I

GUIDANCE FROM THE BIBLE

I Corinthians 4: 1-2. This is how one should regard us, as servants of Christ and stewards of the mysteries of God. Moreover it is required of stewards that they be found trustworthy.

I Peter 4: 7-11. The end of all things is at hand; therefore keep sane and sober for your prayers. Above all hold unfailing your love for one another, since love covers a multitude of sins. Practice hospitality ungrudgingly to one another. As each has received a gift, employ it for one another, as good stewards of God's varied grace: whoever speaks, as one who utters oracles of God; whoever renders service, as one who renders it by the strength which God supplies; in order that in everything God may be glorified through Jesus Christ. To him belong glory and dominion for ever and ever. Amen.

Matthew 20: 1-16. "For the kingdom of heaven is like a householder who went out early in the morning to hire laborers for his vineyard. After agreeing with the laborers for a denarius a day, he sent them into his vineyard. And going out about the third hour he saw others standing idle in the market place; and to them he said, 'You go into the vineyard too, and whatever is right I will give you.' So they went. Going out again about the sixth hour and the ninth hour, he did the same. And about the eleventh hour he went out and found others standing; and he said to them, 'Why do you stand here idle all day?' They said to him, 'Because no one has hired us.' He said to them, 'You go into the vineyard too.' And when evening came, the owner of the vineyard said to his steward, 'Call the laborers and pay them their wages, beginning with the last, up to the first.' And when those hired about the eleventh hour came, each of them received a denarius. Now when the first came, they thought they would receive more; but each of them also received a denarius. And on receiving it they grumbled at the householder, saying, 'These last worked only one hour, and you have made them equal to us who have borne the burden of the day and the scorching heat.' But he replied to one of them, 'Friend, I am doing you no wrong; did you not agree with me for a denarius? Take what belongs to you, and go; I choose to give to this last as I give to you. Am I not allowed to do what I choose with what belongs to me? Or do you begrudge my generosity? So the last will be first, and the first last.' "

Luke 8: 1-3. Soon afterward he went on through cities and villages, preaching and bringing the good news of the kingdom of God. And the twelve were with him, and also some women who had been healed of evil spirits and infirmities: Mary, called Magdalene, from whom seven demons had gone out, and Joanna, the wife of Chuza, Herod's steward, and Susanna and many others, who provided for them out of their means.

Titus 1: 5-9. This is why I left you in Crete, that you might amend what was defective, and appoint elders in every town as I directed you, if any man is blameless, the husband of one wife, and his children are believers and not open to the charge of being profligate or insubordinate. For a bishop, as God's steward, must be blameless; he must not be arrogant or quick-tempered or a drunkard or violent or greedy for gain, but hospitable, a lover of goodness, master of himself, upright, holy, and self-controlled; he must hold firm to the sure word as taught, so that he may be able to give instruction in sound doctrine and also to confute those who contradict it.

Part II

GUIDANCE FROM THE POLITY OF THE PRESBYTERIAN CHURCH, U. S. A.

The following excerpts are from *Companion to the Constitution of the Presbyterian Church (U.S.A.) Polity for the Local Church* by Frank A. Beattie, 1999. This book is an excellent reference for any member or officer of the church. The excerpts below relate to the trustees as officers of a Nebraska civil corporation, known as Eastridge Presbyterian Church, formed by the congregation and session.

The congregation itself does not become incorporated, but it forms a corporation....and trustees serve as officers of a civil corporation....Ordinarily, only members on the active roll of the particular church are to be members of the corporation and eligible for election as trustees. The pastor is not a member of the congregation and therefore cannot serve as an officer of the corporation. (Page 32)

The requirement that a church form a corporation dates back to 1927 with the action of the General Assembly of the Presbyterian Church in the United States of America. There are no reasons given in the *Minutes* of the General Assembly. The most logical speculation is that the desire was to protect individual officers and members from civil liability. (Page 32)

The powers of the corporation or the individual trustees that are listed in *The Constitution of the Presbyterian Church (U.S.A.) Book of Order 2007-2009* at G-7.0402 include

- (1) to receive, hold, encumber, manage, and transfer property (real or personal) for the church;
- (2) to accept and execute deeds of title to such property;
- (3) to hold and defend title to such property;
- (4) to manage any permanent special funds for the furthering of the purposes of the church; and
- (5) when buying, selling, and mortgaging real property, to act only after the approval of the congregation granted in a duly constituted meeting. (G-8.0500) (Pages 32-33)

The trustees carry out their work subject to the authority of the session (G-7.0402). In no case shall the powers of the trustees infringe on the powers and duties of the session or of the board of deacons (G-7.0401). (Page 33)

The [board of trustees] has responsibility for the management of the property, including care, maintenance, and accessibility to the disabled. The [trustees] should ensure that the property and buildings comply with applicable building, fire,

accessibility and safety codes and use restrictions. (Page 124)

The [board of trustees], with the appropriate approval of the congregation, shall receive, hold, encumber, manage, and transfer property, real or personal, for the church; accept and execute deeds of title to such property; hold and defend title to such property. (G-7.0402) Additional considerations include local zoning and code regulations, subsoil conditions, hazardous waste or wetlands regulations, and historic or landmarked buildings. (Page 124)

The congregation takes appropriate actions regarding purchasing and encumbering property, and then authorizes the [board of trustees] to implement them. (G-7.0304a(4)) Because of any or all of the following reasons, your [board of trustees] should consult with the appropriate committee of the presbytery before purchasing property — even if there is every intention to avoid encumbrance:

- (1) Costs and cash flow irregularities can necessitate an unexpected need to borrow funds and encumber the property.
- (2) The seller may require action by the presbytery as security.
- (3) There may be unexpected conditions that encumber the property.
- (4) The presbytery has an interest in a property it may have to give permission to sell at a future date.
- (5) The time line for action by the congregation, and by the presbytery if necessary, can be synchronized.
- (6) Presbytery may serve as resource, giving wise counsel as the decision is made concerning the purchase.

A particular church shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the presbytery transmitted through the session of the particular church. (G8.0501) (Page 125)

Chapter 11, Page 126 of the *Companion to the Constitution of the Presbyterian Church (U.S.A.)* gives [the Board of Trustees] an overview of the types of insurance coverage available. It includes a discussion of risk management, loss prevention, and loss control. The specific requirements of the insurance program for the church should be prepared in consultation with an insurance agent or broker who specializes in church insurance. The [board of trustees] is now required to "...obtain property and liability insurance coverage to protect the facilities, programs, and officers, including members of the session, staff, board of trustees, and deacons." (G-10.0102o) (Page 126)

Chapter 12, Page 145-147 of the *Companion to the Constitution of the Presbyterian Church (U.S.A.)* provides information on organization, meetings, and recording minutes. If the congregation in a corporation meeting chooses to form the trustees into a board separate from the session, the following guidelines will be helpful:

- (1) The board should elect a presiding officer and secretary from its members.

- (2) The meetings should be opened and closed with prayer.
- (3) The schedule of the meetings should provide opportunity for regular guidance to the session.
- (4) There should be a system of communication between the board and the session and the board of deacons.
- (5) Annually, and as requested by the session, reports are to be provided. (G-9.0407; G-10.01021)
- (6) The session, not a separate board of trustees, has responsibility for the budget of the congregation and the mission giving, as well as property.
- (7) The role of the treasurer of the church in relation to the board of trustees and the session should be clearly defined.

A separate board of trustees can provide an effective structure for carrying out the congregation's mission. There must be clear communication and understanding of purpose among all parties. Above all, each party must recognize that it is engaged in the Lord's work. (Pages 145-146)

If a separate board of trustees is established, the secretary records its actions in a permanent book. The minutes of the corporation meeting, if a separate meeting is required, are recorded in this book. The records should be reviewed at least annually by the session. (Page147).

Part III

ROLE AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES

There shall be a Board of Trustees, which shall carry out those duties delegated to it by the laws of the State of Nebraska, the Constitution of the Presbyterian Church (U.S.A.), the Session of the church, the Corporation Bylaws and by formal action of a meeting of the Corporation. Trustees must be members of the age of majority on the active roll of the church, (Note: the age of majority in Nebraska is 19). There shall be nine trustees, divided into three equal classes; one class shall be elected each year for a three-year term at the October Corporation meeting. They shall assume office on January 1 of the following year. Session has also assigned the Business Director of the church and a member of Session to serve with the Board of Trustees as ex officio members without vote.

Session has established the following Goals and Responsibilities for the Board of Trustees.

Goal: The goal of the Board of Trustees is to be fiscally responsible stewards of the funds and to maintain the physical integrity of the church properties and grounds.

Responsibilities:

- Serve as corporate officers of the non-profit corporation
- Manage the fiscal operation of the corporation
- Review and approve the monthly expenditures and income reports
- Consult with the business manager/treasurer to maintain expenses within the church budget
- Review requests for expenditures
- Arrange for maintenance and repair of church facilities, including parking lot, pantry, green space, and rental property
- Review insurance coverage
- Arrange for a periodic audit of church financial records

- Consult with the Facilities Task Force on plans for building expansion or renovation
- Maintain liaison with other church committees, including Session, GROW Committee, Budget and Stewardship Committee, and Nominating Committee

The Board of Trustees organizes annually at its monthly meeting in January with newly elected members that took office on the first day of January. The following guidelines are used to organize the Board and make committee or liaison assignments to individual trustees to assist with the work efforts of the Board. Specific individual assignments are also commonly used to address topics or actions items that are presented to the Board for consideration, recommendations or action.

A. SESSION LIAISON

The Board of Trustees carries out its work subject to the authority of Session, even though it is a separate corporation. Therefore, clear communications with Session are critical.

HOW THIS IS ACCOMPLISHED: One member of Session serves as a liaison with the Board of Trustees, and attends all meetings of the Board of Trustees. The Board of Trustees' meeting minutes are forwarded to the Clerk of Session to be entered into the minute book of the Session. The Board of Trustees also communicates with the Moderator of Session through both formal and informal channels, such as formal letters, e-mails, and telephone, and attends Session meetings at the invitation of Session.

B. BUDGET

Session establishes and approves the yearly budget of the Church. The Board of Trustees is responsible for monitoring and approving the expenditures of church funds, within the approved guidelines, throughout the year.

HOW THE BOARD OF TRUSTEES IS INVOLVED: Two members of the Board of Trustees serve on the Budget and Stewardship Committee of Session. The Board of Trustees also formulates a recommended budget for the Building Expenses component of the overall church budget to submit to Session for consideration. All trustees are entrusted with making informed and thoughtful budgetary decisions at all times.

C. MEMBERSHIP ON THE NOMINATING COMMITTEE

Nominations for Elders, Deacons, Nominating Committee, Memorial and Endowment Committee and Board of Trustees, shall be made by a representative nominating committee of members on the active roll of the Church.

WHICH TRUSTEE IS INVOLVED: Article XVI of the Congregational Bylaws indicates that one member of the Nominating Committee shall be designated by and from the Board of Trustees, and shall serve a one-year term.

D. INSIDE COMMITTEE

The Inside Committee is responsible for the care, maintenance, improvements and vision regarding the interior of church properties. The Committee members are not necessarily the persons who actually do the work. However, they are responsible to see that any needed actions are accomplished.

HOW THIS IS ACCOMPLISHED: Three members of the Board of Trustees serve as the Inside Committee. They designate one of their members as a chairperson and are responsible for committee activities, including recruiting such other individuals as they see fit to assist in carrying out the tasks, activities and responsibilities of the committee.

E. OUTSIDE COMMITTEE

The Outside Committee is responsible for the care, maintenance, improvements and vision regarding the exterior of church properties and the grounds. The Committee members are not necessarily the persons who actually do the work. However, they are responsible to see that any needed actions are accomplished.

HOW THIS IS ACCOMPLISHED: Three members of the Board of Trustees serve as the Outside Committee. They designate one of their members as a chairperson and are responsible for committee activities, including recruiting such other individuals as they see fit to assist in carrying out the tasks, activities and responsibilities of the committee.

F. GROW COMMITTEE

The GROW Committee is charged with carrying out the Great Commission to make disciples within our neighborhood as well as throughout the world. The Committee will prayerfully design a mission plan to be in ministry with those who are hurting, in need, and without Christ. The GROW Committee was formed by combining the former Evangelism Committee; the Communications Committee; and the Long Range Planning Committee.

WHICH TRUSTEE IS INVOLVED: When the Long Range Planning activity of the GROW Committee is active, one member of the Board of Trustees serves as a liaison with the Long Range Planning activity of the GROW Committee and attends all of the meetings of the Long Range Planning activity.

G. FACILITIES TASK FORCE

The Facilities Task Force plans, coordinates, and manages implementation of projects dealing with capital construction.

WHICH TRUSTEE IS INVOLVED: One member of the Board of Trustees serves as a liaison/member to the Facilities Task Force and attends all of the meetings of that task force.

H. OTHER GENERAL RESPONSIBILITIES OF THE BOARD OF TRUSTEES

The Board of Trustees is responsible for thoughtful deliberations, decision making, appropriate action, and where appropriate, coordinating and advising Session on such items as:

- (1) Insurance.
- (2) Non-monetary gifts to the church.
- (3) Matters related to the rental or mission properties that may be owned or leased by the church.
- (4) Policies regarding the use of church property by outside organizations or individuals.
- (5) The annual financial review or audit, and recommendations with regard to the findings.
- (6) Parking lot usage, markings, designations, etc.
- (7) Outside lighting.
- (8) Custodial duties.
- (9) Property acquisition.
- (10) Purchasing.
- (11) Lawn Maintenance.
- (12) Snow Removal.
- (13) Policies regarding car or van usage.
- (14) Policies regarding cooperation with the Pantry Committee.

Part IV MEETINGS

The Board of Trustees meets the second Monday of each month, usually from 7 p.m. to 8:30 p.m. in a designated room of the church. The agenda and related material is prepared by the Chair of the Board of Trustees and mailed to the Board members in advance when possible. Whenever possible such mailings are made electronically through the use of e-mail.

The congregation shall hold a meeting in January of each year to receive the reports of the various organizations and to transact any other business that may properly come before the meeting. The corporation meeting shall be convened by the Board of Trustees immediately following the adjournment of the congregational meeting. At such meeting the Chair of the Board of Trustees, (as President of the Corporation), or another designated trustee, shall provide the congregation with appropriate reports and may transact any business properly coming before such corporation meeting.

The congregation shall hold a meeting in October of each year to receive the report of the Nominating Committee and to conduct elections for Elders, Deacons, and Nominating Committee members. The corporation meeting shall be convened by the Board of Trustees immediately following the adjournment of the congregational meeting. At such meeting the Chair of the Board of Trustees, (as President of the Corporation), or another designated trustee, shall receive the report of the Nominating Committee and conduct elections for Trustees and Memorial and Endowment Committee members, and may transact any business properly coming before such corporation meeting. Those persons elected at this October meeting shall assume office on January 1 following their election.

Special meetings may be called by the Board of Trustees when deemed appropriate and essential to the conduct of corporate affairs; at the request of the Session; or when directed to do so by the presbytery; by serving public notice to the congregation as provided in the corporation bylaws for any or all of the purposes appropriate to a regular meeting or to conduct such other business as may be proper for corporate consideration. The business to be transacted at a special meeting shall be limited to items specifically listed in the call for the meeting.

PART V
ANNUAL CALENDAR OF EVENTS
FOR THE
BOARD OF TRUSTEES

(The items listed below for each month are those which are generally recurring on an annual basis. The Board of Trustees monthly agenda will contain additional items of current consideration and other items which are brought before the Board of Trustees for consideration, recommendation and/or action.)

JANUARY

- Annual Congregation and Corporation Meeting. Chair of the Board of Trustees or another designated Trustee presents Annual Corporation Report to the Congregation and chairs the Corporation Meeting.
- Board of Trustees Organizational Meeting (2nd Monday in January)
 - Elect Chair (President of the Corporation)
 - Elect Secretary
 - Elect Vice Chair
 - Establish Board and Committee Assignments

FEBRUARY

- Review Lawn Care Contracts.

MARCH

- Review and Certify Insurance Coverage as Adequate to Session.

APRIL

- Spring Clean-up.
- Call to Serve Sunday – Assists Nominating Committee in Their Work. Trustees may be asked to participate in this service by providing information to the congregation.

MAY

- Receive and Review Annual Financial Review/Audit for Previous Year.
- Meet with Potential New Trustees to Answer Questions as They Consider Becoming a Member of the Board of Trustees.

JULY

- Review all Annual Maintenance and Service Contracts other than Lawn Care and Snow Removal Contracts that are reviewed in other months.

AUGUST

- Prepare Budget for Building Expenses to be submitted to Session for the next Annual Church Budget.

SEPTEMBER

- Fall Leadership Weekend – A Training Session for New Church Officers.
- Review Snow Removal Contracts.
- Approve Statement of Work for Annual Financial Review/Audit and Request Proposal and Quotations.

OCTOBER

- Congregational and Corporation Meetings to Elect New Officers. Chair of the Board of Trustees or another designated Trustee receives the Nominating Committee slate of names for Trustees and Memorial and Endowment Committee and conducts the election process with the congregation.
- Trustees elect become ex officio members to the Board of Trustees and are invited to attend meetings to allow for a smooth transition to their duties as a Trustee beginning in January.

NOVEMBER

- Prepare Annual Corporation Report to be included in the Report to the Congregation in January.

DECEMBER

- Contract for Annual Financial Review/Audit.

APPENDIX A

CONGREGATION BYLAWS EASTRIDGE PRESBYTERIAN CHURCH

ARTICLE I. NAME

The Eastridge Presbyterian Church of Lincoln, Nebraska, (hereinafter "church"), being a particular congregation of the Presbyterian Church (U.S.A.), (hereinafter "PCUSA"), recognizes that the Constitution of said Church is, in all its provisions, obligatory upon it and its members.

ARTICLE II. VISION STATEMENT

Eastridge Presbyterian Church: the God of Scripture calling individuals into community through Christ, empowered by the Spirit to worship, learn and serve.

ARTICLE III. MEMBERSHIP

The membership of the church shall consist of all persons who have made a confession of their faith in Jesus Christ as their personal Savior, been baptized, and received by the Session into the membership of the church. Members may be received from other Presbyterian churches or other denominations with whom the PCUSA is in correspondence by presenting to the Session a letter of dismissal from their existing church of membership. (Book of Order G-5.0202).

ARTICLE IV. MEETINGS OF THE CONGREGATION

Section 1 Meetings

The congregation shall hold a meeting in January of each year to receive the reports of the various organizations and to transact any other business that may properly come before the meeting. Public notice of the meeting shall be given on two successive Sundays. (G-7.0302a). The Session shall present information concerning the budget for the coming year. The date, hour, and location of the meeting shall be determined by the Session.

The congregation shall hold a meeting in October of each year to receive the report of the Nominating Committee and to elect elders, deacons, and Nominating Committee members. Those persons elected shall assume office on January 1 following their election. Public notice of the meeting shall be given on two successive Sundays. The date, hour, and location of the meeting shall be determined by the Session. The congregation shall review the adequacy of the compensation of the minister or ministers upon report of the review by the Session. The congregation shall vote on any changes in the pastoral calls.

Section 2 Special Meetings

Special meetings may be called for any or all of the purposes appropriate to a regular meeting or to conduct such other business as may be proper for congregational consideration. The business to be transacted shall be limited to items specifically listed in the call for the meeting. (G-7.0302b).

ARTICLE V. NOTICE OF MEETINGS

Meetings of the congregation shall be called (1) by the Session whenever it determines such a meeting is necessary; (2) by the presbytery whenever it determines such a meeting is necessary; or (3) by the Session when requested in writing by one-fourth (1/4) of the members on the active roll of the church. (G-7.0303a). Public notice of the meeting shall be given on two successive Sundays. The meeting may be convened following the notice given on the second Sunday. (G-7.0303b).

For notice of meeting to consider calling a minister, public notice shall be given 10 days prior to the meeting, which shall include two successive Sundays. (G-14.0502a).

ARTICLE VI. BUSINESS TO BE TRANSACTED

Business to be transacted at meetings of the congregation shall include the following: (1) matters related to the electing of elders, deacons and Nominating Committee members; (2) matters related to the calling of a minister or ministers; (3) matters related to the pastoral relationship, such as changing the call, or requesting or consenting or declining to consent to dissolution; (4) matters related to buying, mortgaging, or selling real property (G-8.0501); (5) matters related to the permissive powers of a congregation, such as the desire to lodge all administrative responsibility in the Session, or the request to presbytery for exemption from one or more requirements because of limited size. (G-7.0304).

ARTICLE VII. QUORUM

The quorum of all meetings, regular or special, shall be not less than 10 percent of the members on the active roll of the church unless the church upon application to the presbytery shall obtain the consent of the presbytery to a provision for a smaller quorum. The congregation may by its own vote fix a higher quorum. No meeting of fewer than three members shall be considered a congregational meeting. (G-7.0305).

ARTICLE VIII. MODERATOR

The minister shall be the moderator of all meetings of the congregation. In the event there are co-ministers, they shall, when present, alternately preside at meetings. When the church is without a minister, the moderator of the Session appointed by the presbytery shall preside at all congregational meetings. If it is impractical for the minister or the moderator of Session appointed by presbytery to preside, he or she shall invite with the concurrence of the Session, another minister of the presbytery to preside. When this is not expedient, and when both the minister or the moderator of the Session and the Session concur, a member of the Session may be invited to preside. (G-7.0306).

ARTICLE IX. SECRETARY

The clerk of the Session shall be secretary of meetings of the congregation. If the clerk is unable to serve, the congregation shall elect a secretary. 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. (G-7.0307).

ARTICLE X. ELECTORS

The congregation is made up of all members on the active roll of a particular church. All members who are present at a congregational meeting are entitled to vote. Since a 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, a minister presiding shall put the question a second time. If there is a tie vote again, the motion is lost. (G-7.0301, G-7.0308).

ARTICLE XI. PROXY VOTING

Voting by proxy is not allowed.

ARTICLE XII. HOW MEETINGS SHALL BE CONDUCTED

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. (G-9.0302).

ARTICLE XIII. OPENING OF MEETINGS

All meetings shall be opened and closed with prayer.

ARTICLE XIV. SESSION (ELDERS)

The Session shall consist of the minister, associate minister(s), and 13 elders, including one youth elder. (G-14.0201a). Elders must be members on the active roll of the church. Elders shall meet qualifications specified in the Constitution of the PCUSA, giving

fair representation to persons of all ages and of all racial ethnic members and persons with disabilities who are members of the congregation. The elders shall be divided into three equal classes, one class of whom shall be elected each year at the October meeting for a three-year term, except the youth elder, who shall be elected for a one-year term. No elder shall be elected for a term of more than three years nor serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for reelection for a period of at least one year. Elders shall serve faithfully as members of the Session. (G-14.0201). Elders shall be elected at the October congregational meeting, and they shall assume office on January 1 following their election.

It is the duty of elders, individually and jointly, to strengthen and nurture the faith and life of the congregation committed to their charge. Together with the minister, they should encourage the people in the worship and service of God, equip and renew them for their tasks within the church and for their mission in the world, visit and comfort and care for the people, with special attention to the poor, the sick, the lonely, and those who are oppressed. They should inform the minister and Session of those persons and structures which may need special attention. They should cultivate their ability to teach the Bible and may be authorized to supply places which are without the regular ministry of the Word and Sacrament. In specific circumstances and with proper instruction, specific elders may be authorized by the presbytery to administer the Lord's Supper in accord with G-11.0103z. Those duties which all Christians are bound to perform by the law of love are especially incumbent upon elders because of their calling to office and are to be fulfilled by them as official responsibilities. (G-6.0304).

Officers of the Session shall be the moderator and the clerk. The moderator shall preside at all meetings except when, for prudential reasons, it may appear advisable that another minister should be invited to preside, particularly the associate minister. In any other situation the minister may, with the concurrence of the Session, invite such other minister who is a member of presbytery as he/she may see fit to preside. The same expedient may be adopted in case of the sickness or absence of the minister.

The clerk shall be an elder, but not necessarily currently serving on Session. The clerk shall be elected by the Session for such term as it may determine. (G-9.0203b). The duties of the clerk are established in the Book of Order (G-9.0203). The clerk serves as secretary of meetings of the congregation.

One-third of the active elders and the moderator shall constitute a quorum, except for the reception and dismissal of members, when the quorum shall be the moderator and two members of the Session. (G-10.0202)

The Session shall establish a personnel committee and such other committees as the Session may deem appropriate in order to fulfill the Session's responsibilities according to the Book of Order (G-10.0102). The duties and responsibilities of the committees shall be established by the Session.

ARTICLE XV. DEACONS

The powers and duties of the Board of Deacons shall be those specified in the Constitution of the PCUSA (G-6.0402) and those other powers and duties assigned to it from time to time by the Session. The office of deacon, as set forth in Scripture, is one of sympathy, witness, and service after the example of Jesus Christ. It is the duty of the Board of Deacons, to minister to those in need, to the sick, to the friendless and to any who may be in distress. The Board of Deacons shall assume such other duties as may be delegated to them from time to time by the Session.

The deacons shall organize as a board, of which the minister and associate minister shall be advisory members. The Board of Deacons shall elect a moderator and a secretary from among its members. The secretary shall keep a record of the Board's proceedings. 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 at least annually and at other times upon the request of the Session. The Session may void or amend any action of the Board of Deacons, or direct the Board to reconsider such action.

The Board shall meet regularly, or upon the call of its moderator, or when directed to meet by the Session, but it shall meet at least quarterly. The Board shall determine its own quorum. A joint meeting of the Session and 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 joint meeting, but the Session and the Board may act separately on matters committed to their care. (G-6.0402, G-6.0403, G-6.0404, G-6.0405).

Deacons must be members on the active roll of the church. There shall be 36 deacons, constituting the Board of Deacons, divided into three equal classes, one class of whom shall be elected each year at the October meeting for a three-year term. No deacon shall be elected for a term of more than three years nor serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection for a period of at least one year. (G-14.0201).

Deacons shall be nominated in the same manner as elders and shall be elected at the October congregational meeting and assume office on January 1 following their election.

One deacon shall be appointed by the Board of Deacons to be the liaison from the Board to the Session, who shall have voice but no vote at meetings of the Session.

ARTICLE XVI. NOMINATIONS AND ELECTIONS

Nominations for elders, deacons, and Nominating Committee members shall be made by a representative nominating committee of members on the active roll of the church, which shall itself include both women and men, giving fair representation to persons of all age groups and of all racial ethnic members of the congregation. At least two members of this committee shall be elders designated by the Session, one of whom shall be currently on the Session and serve as moderator of the committee. At least one member of this committee shall be designated by and from the Board of Deacons, and one member shall be designated by and from the Board of Trustees. These representatives from the Session, the Board of Deacons and the Board of Trustees, except the moderator, shall serve for a one-year term. An additional six members of this committee, constituting a majority thereof, shall be chosen by the congregation. These six members, none of whom may be in active service on the Session or in active service on the Board of Deacons or the Board of Trustees, shall be divided into two equal classes, one class of whom shall be elected each year at the October meeting for a term of two years. The minister shall be a member of this committee, serving ex officio and without vote. No member of the committee shall serve more than three years consecutively.

Full opportunity shall always be given to the congregation for nominations from the floor by any member on the active roll of the church present providing consent is given by the nominee. When the number of nominees equals the number of elders, deacons, and Nominating Committee members to be elected, the congregation may vote by voice or show of hands. When the number of nominees is greater than the number to be elected, the congregation shall vote by secret ballot. A majority of the voters present and voting shall be required to elect. (G-14.0201, G-14.0204).

ARTICLE XVII. VACANCIES

Vacancies in any elected office may be filled at a special meeting of the congregation or at the October meeting, as the Session may determine.

ARTICLE XVIII. AMENDMENTS

These bylaws may be amended, revised, or repealed whenever provisions of the Constitution of the Presbyterian Church (U.S.A.), which are obligatory upon this church and its members, are amended, revised, or repealed. Changes to these bylaws may be made at any congregational meeting by a two-thirds vote. Notice of intention to amend these bylaws shall be included with the calls of the meeting. A copy of the proposed bylaw amendments shall be made available with the calls of the meeting.

Revised May 2002

APPENDIX B

CORPORATION BYLAWS EASTRIDGE PRESBYTERIAN CHURCH

ARTICLE I. NAME

The church shall be organized as a corporation, the name of which shall be "Eastridge Presbyterian Church," located at Lincoln, Nebraska, as specified by its Certificate of Incorporation recorded in Volume 4 on page 238 of the Corporation Records in the office of the Secretary of State of the state of Nebraska; and is hereinafter referred to as the "church."

ARTICLE II. VISION STATEMENT

Eastridge Presbyterian Church: the God of Scripture calling individuals into community through Christ, empowered by the Spirit to worship, learn and serve.

ARTICLE III. OBJECT, ALLEGIANCE, AND POWERS

The church is organized and incorporated for the purpose of conducting the secular affairs of the Church in accordance with, and in obedience to the Constitution of the Presbyterian Church (U.S.A.) and the Constitution of the State of Nebraska. The secular powers of the Church, to be exercised in and by its corporate name, shall be all the powers of a corporation under the general corporation laws of the State of Nebraska, including the right to acquire (by purchase, gift, bequest, or devise), to hold, and to sell, lease, convey, mortgage, or otherwise encumber real and personal property subject to such limitations as provided in the referenced constitutions.

ARTICLE IV. MEMBERSHIP

The membership of the church shall consist of all persons who have made a confession of their faith in Jesus Christ as their personal Savior, been baptized, and received by the Session into the membership of the church. Members may be received from other Presbyterian churches or other denominations with whom the PCUSA is in correspondence by presenting to the Session a letter of dismissal from their existing church of membership. (Book of Order G-5.0202).

ARTICLE V. MEETINGS OF THE CORPORATION

Section 1 Meetings

The congregation shall hold a meeting in January of each year to receive the reports of the various organizations and to transact any other business that may properly come before the meeting. The corporation meeting shall be convened immediately following the adjournment of the congregational meeting. At such meeting the corporation may transact any business properly coming before such meeting.

The corporation shall hold a meeting in October of each year to receive the report of the Nominating Committee and to elect trustees and Memorial and Endowment Committee members. Those persons elected shall assume office on January 1 following their election.

Section 2 Special Meetings

Special meetings may be called by the Board of Trustees when deemed appropriate and essential to the conduct of corporate affairs at the request of the Session or when directed to do so by the presbytery by serving public notice to the congregation as provided herein for any or all of the purposes appropriate to a regular meeting or to conduct such other business as may be proper for corporate consideration. The business to be transacted shall be limited to items specifically listed in the call for the meeting. (G-7.0302b).

ARTICLE VI. NOTICE OF MEETINGS

Public notice of the time, place, and purpose of all meetings of the corporation shall be prepared by the presbytery or the Board of Trustees and shall be given on two successive

Sundays, except that notice of corporate meetings called for the purpose of authorizing the sale and conveyance or encumbrance of real property of the Church shall be given in accordance with the laws of the State of Nebraska providing for such cases. (G-7.0302). The date, hour, and location of the meeting shall be determined by the Session.

Where civil law requires that corporate business be conducted in a separate corporate meeting, such a meeting shall be called by the trustees at their discretion, or when directed by the Session or by the presbytery. (G-7.0403).

ARTICLE VII. QUORUM

The quorum of meetings, regular or special, shall be not less than 10 percent of the members on the active roll of the church who are of majority age unless the church upon application to the presbytery shall obtain the consent of the presbytery to a provision for a smaller quorum. The corporation may by its own vote fix a higher quorum. No meeting of fewer than three members shall be considered a corporation meeting. (G-7.0305).

ARTICLE VIII. CHAIR

The chair of the Board of Trustees or, in the chair's absence, another member of the Board of Trustees designated by it, shall convene and preside over all corporation meetings, unless by majority vote the corporation shall elect another of its membership in the chair's place. The chair of the Board of Trustees shall act as president of the corporation.

ARTICLE IX. SECRETARY

The clerk of the Session shall act as secretary of meetings of the corporation. If the clerk is unable to serve, the corporation shall elect a secretary. The minutes of each meeting of the corporation shall be entered in the minute book of the Session. (G-7.0307).

ARTICLE X. ELECTORS

All members of majority age on the active rolls of the Church present at a corporation meeting are entitled to vote and to elect trustees and committee members.

ARTICLE XI. PROXY VOTING

Voting by proxy shall be permitted with respect to a corporate matter only where civil law specifically requires that voting by proxy shall be permitted as to that particular corporate matter. (G-7.0404).

ARTICLE XII. HOW MEETINGS SHALL BE CONDUCTED

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. (G-9.0302).

ARTICLE XIII. OPENING AND CLOSING OF MEETINGS

All corporate meetings shall be opened and closed with prayer.

ARTICLE XIV. BOARD OF TRUSTEES

There shall be a Board of Trustees, which shall carry out those duties delegated to them by the laws of the State of Nebraska, the Constitution of the Presbyterian Church (U.S.A.), the Session of the church, these bylaws, and by formal actions of a meeting of this corporation.

The 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.), provided further that in buying, selling, and mortgaging real property, the trustees shall act only after the approval of the congregation granted in a duly constituted meeting. A particular church shall not sell, mortgage, or otherwise encumber any of its real property and it shall not

acquire real property subject to an encumbrance or condition without the written permission of the presbytery transmitted through the session of the particular church. (G-7.0402, G-8.0501).

Trustees must be members of the age of majority on the active roll of the church. There shall be nine trustees, divided into three equal classes, one class of whom shall be elected each year at the October corporation meeting for a three-year term. They shall assume office on January 1 of the following year. No trustee shall be elected for a term of more than three years nor serve for consecutive terms, either full or partial, aggregating more than six years. A trustee having served a total of six years shall be ineligible for reelection for a period of at least one year.

ARTICLE XV. MEMORIAL AND ENDOWMENT COMMITTEE

There shall be a Memorial and Endowment Committee composed of six members of the age of majority on the active roll of the church who shall be responsible for receiving and distributing memorials, gifts, and endowments. Membership shall be divided into three equal classes, one class of whom shall be elected each year at the October corporation meeting for a three-year term. No member shall be elected for a term of more than three years nor serve for consecutive terms, either full or partial, aggregating more than six years. A member having served a total of six years shall be ineligible for reelection for a period of at least one year. The budget and stewardship chair of the Session, the minister and the treasurer shall be members ex officio and without vote. Reports of this committee shall be included in the annual report of the church. Nominations, election, and vacancy rules governing other offices also apply to this committee.

ARTICLE XVI. NOMINATIONS AND ELECTIONS

Nominations for trustees and Memorial and Endowment Committee members shall be made by the congregational nominating committee.

Full opportunity shall always be given to the corporation for nominations from the floor by any member of majority age on the active roll of the church present providing consent is given by the nominee. When the number of nominees equals the number of trustees and Memorial and Endowment Committee members to be elected, the corporation may vote by voice or show of hands. When the number of nominees is greater than the number to be elected, the corporation shall vote by secret ballot. A majority of the voters present and voting shall be required to elect. (G-14.0201, G-14.0204).

ARTICLE XVII. VACANCIES

Vacancies in any elected office may be filled at a special meeting of the corporation or at the October meeting, as the Session may determine.

ARTICLE XVIII. FINANCES

Section 1. Annual Accounting Period

The annual accounting period shall be the calendar year from January 1 through December 31.

Section 2. Annual Report

The Board of Trustees shall render a report at the January meeting of the corporation to include the following: the total receipts and payments for the previous accounting year; a budget of the anticipated income and expenses for the current year; new business necessary to be undertaken for the welfare of the corporation; an exhibit of the real property, trust funds, and other assets of the corporation.

Section 3. Accounting Methods and Procedures

The system of accounting and record keeping shall conform to the accrual basis of accounting. As a minimum it shall provide such information as necessary to prepare accurately the reports required herein, and, in addition, to provide the Board of Trustees with such other financial data as deemed necessary for the effective management of revenue and property owned or acquired by the church.

Section 4. Annual Audit

The Board of Trustees shall cause an audit of the books and accounts of the corporation to be performed annually. A qualified member of the church may be appointed to perform the audit or the services of a local accounting firm may be obtained.

A copy of the report of the audit together with the corrective action taken or contemplated shall be furnished to the Session, and the original, together with the report of corrective action, shall be filed with the official records of the corporation.

ARTICLE XIX. TREASURER

The treasurer shall be elected annually by the Session. His or her work shall be supervised by the Session, or by specific assignment to the Board of Trustees. (G-10.0401). The treasurer shall be fully bonded or insured.

ARTICLE XX. AMENDMENTS

These bylaws may be amended, revised, or repealed subject to the Charter of the Corporation, the laws of the State of Nebraska, and the Constitution of the Presbyterian Church (U.S.A.) at any regular or special meeting by a two-thirds vote of the eligible members present. Notice of intention to amend these bylaws shall be included with the call of the meeting. A copy of the proposed bylaw amendments shall be made available with the call of the meeting.

Revised May 2002