

BY-LAWS OF THE KNOX PRESBYTERIAN CHURCH (U.S.A.), INC.

225 South Hill Avenue
Pasadena, California 91106

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Whereas, the need of orderly and clearly defined procedure in administering church and congregation affairs is recognized; therefore, we, the members of the Knox Presbyterian Church (U.S.A.), of Pasadena, California, do hereby ordain and establish the following Articles as our By-Laws:

ARTICLE I

Name

This congregation is incorporated under the name of, and shall be known as, THE KNOX PRESBYTERIAN CHURCH (U.S.A.), of Pasadena, California.

ARTICLE II

Relationship

Being organized as a congregation of the Presbyterian Church (U.S.A.), we hereby declare our acceptance of the government and discipline and directory of worship of the Church and our subordination to its several courts.

ARTICLE III

Officers

1. Only active members shall be eligible for the office of ruling elder or deacon.
2. The officers of the congregation include:
 - 2.1. The active ruling elders, and the installed or temporary pastors. In the absence of a pastor, a moderator appointed in accordance with Book of Order may also serve as a congregational officer.
 - 2.2. The directors of the corporation (commonly known as board of trustees) shall be composed of the elected active elders of the session.
 - 2.3. The deacons in active service, who, with an installed or temporary pastor as advisor, shall comprise the board of deacons.
3. Filling positions of active elder.
 - 3.1. The session shall be comprised of no more than thirteen (13) active elders, each of whom shall serve for a term of three (3) years with exceptions as noted later in this Section.
 - 3.2. The session is as equally divided as possible into three (3) “class-years” of elders. A class year designates the last year that an active elder is scheduled to serve.

- 3.3. When an elder is elected, the elder is assigned to a class year (i.e. if an elder is elected in 2019, that elder is expected to serve in 2019, 2020 and 2021 and is in the "class of 2021").
- 3.4. The nominating committee shall strive to ensure that each class of elders is filled at all times, either through the nomination of new elders to fulfill three-year terms or through the prompt nomination of elder(s) to replace elder(s) who will not serve their full terms.
- 3.5. If an elder cannot fulfill his/her term, the nominating committee will nominate a candidate to fill the vacancy in the class of that elder. The replacement elder elected would serve only the remaining term of the replaced elder.
4. In addition to the active elders described in Section 3, above, an additional two active ruling elders may be elected. These additional active ruling elders are to be students active in the high school program at Knox, members of Knox and shall serve for a term not to exceed one (1) year.
5. The board of deacons shall be comprised of at least six (6) deacons, each of whom shall serve for a term of three (3) years. Two (2) or more deacons shall be elected each year.

ARTICLE IV
Election of Officers

1. An election of officers shall be held at a congregational meeting, and shall be by ballot if the number of nominees is greater than the number officers to be elected.
2. All active members shall be entitled to vote, but votes by proxy shall not be allowed.
3. A rotating system of election for officers as provided by the denominational Book of Order shall be maintained. An officer shall not serve for consecutive terms, either full or partial, aggregating more than six (6) years. An elder or deacon having served a total of six (6) years shall be ineligible for reelection to the same board for a period of at least one year.
4. Officers shall hold office until their successors are elected and installed.
5. Unexpired terms of office caused by vacancy may be filled at any congregational meeting, provided proper notice of the election has been given.

ARTICLE V
The Session

1. The session is responsible for the total spiritual and corporate program of the local church and is the final authority in the local church as set forth in the Book of Order. In corporation affairs, the session, as directors of the corporation, has all the duties and responsibilities normally incumbent upon the directors of a California non-profit corporation and trustees of a local Presbyterian Church (U.S.A.).

2. Officers and terms
 - 2.1. The session shall elect a clerk of session who is a member of Knox as directed by the denomination's Book of Order.
 - 2.2. The session shall elect a treasurer from the membership of the congregation. The treasurer shall neither count nor deposit the offering.
 - 2.3. The officers of the corporation shall be president (chair of the stewardship committee), secretary (clerk of session), and treasurer (church treasurer).
3. The session shall meet regularly once a month, except as changed or canceled by its previous action. Additional session meetings may be called by the moderator or upon written request to the moderator of any two (2) or more session members. A quorum shall consist of one-third (1/3) of the active elders and the moderator, except for reception and dismissal of members, when the quorum shall be two (2) session members and the moderator.
4. The session shall have charge of the properties and finances of the congregation and shall attend to the taxes and other legal and financial obligations. Selling, mortgaging, and leasing of real property are subject to the approval of the congregation and Presbytery.
5. The session is responsible for the preparation of the annual budget and its presentation to the corporation membership.
6. The session is responsible for the annual review of pastoral compensation prior to its adopting the annual budget. The session shall review annually the terms of call of the pastor(s) and shall propose for congregational action such changes as the session deems appropriate, provided that they meet the Presbytery's minimum requirements.
7. The session shall be empowered to create and dissolve committees and to delegate responsibility for work to a specific committee. All session committees are responsible for reporting major actions to the session. The voting membership of each committee shall include members of session and/or active members of the church. Each committee shall have on its membership at least one active elder to represent the committee to the session.

ARTICLE VI
The Board of Deacons

1. The board of deacons shall minister in accordance with those duties ascribed to it by the Book of Order. Primary among these is caring for "those in need", "the sick", "the friendless" and "any who may be in distress." It shall perform other duties as delegated to it by the session.
2. The board of deacons shall elect annually from its membership a moderator, a secretary and a treasurer of the funds of the board. The secretary shall keep a record of the board's actions, and the treasurer shall keep a record of all funds at the board's disposal and their distribution. These records shall be submitted to the session annually for approval, and at other times upon the request of the session.

3. The board of deacons shall meet regularly once a month, except as changed or canceled by its previous action. Additional meetings may be called whenever requested by two (2) of its members, or by the session, or by the pastor. A quorum shall consist of one-third (1/3) of the board and the moderator.

ARTICLE VII

Congregational Meetings

1. The congregation shall be given adequate public notice of all congregational meetings. The forms for notice shall be all practical combinations of announcements at worship services and electronic media. The timing for the notice shall be a minimum of fourteen days prior to the congregational meeting. However, if the session determines that there are extraordinary circumstances for calling a congregational meeting, the timing for notice shall be a minimum of four days prior to the congregational meeting.
2. The annual meeting of the congregation shall be held in the first quarter of a budget year.
3. Special meetings of the congregation shall be called by the session at such other times as may be necessary or upon the written request of one-fourth (1/4) of the active members of the congregation. Only business as set forth in the calling of the meeting may be transacted at the special meeting.
4. The order of business at congregational meetings may be divided into two (2) parts: ecclesiastical and corporate. The clerk of session shall record the minutes of all such meetings. The moderator shall preside at the ecclesiastical meeting and the president of the corporation, at the corporate meeting.
5. The quorum for a congregational meeting shall be not less than one-tenth (1/10) of the members and not fewer than three (3) members.
6. A nominating committee shall submit to the congregation nominations for elders and deacons. At the congregational meeting nominations may be made from the floor by any member of the congregation. However, agreement to serve, if elected, should be obtained from the nominee prior to nomination. The nominating committee shall consist of the following:
 - 6.1. Two (2) members of session, one (1) of whom shall chair this committee.
 - 6.2. One (1) member of the board of deacons.
 - 6.3. Four (4) members, each of whom shall be elected by the congregation at the annual meeting, none of whom shall be in active service on the session or the board of deacons.

ARTICLE VIII

Reports

Each organization of the church shall submit a written summary of the year's activities, including financial report, to the church office as soon as possible after January first and not later than one (1) week prior to the annual meeting of the Congregation.

ARTICLE IX
Parliamentary Authority

Except as may be expressed otherwise by official action, the parliamentary authority and procedure for all organizations shall be according to the most recent edition of Robert's Rules of Order.

ARTICLE X
Meetings by Electronic Media

Traditionally, the business of Knox Presbyterian Church has been conducted at a meeting in which there is an assembly of persons in one physical space, and a quorum of members are present. Such in-person assemblies remain the preferred choice for meetings. However, meetings may be conducted by electronic media under the following provisions:

1. The notice of an electronic meeting should include an adequate description of how all those invited might participate.
2. All persons participating electronically are to be considered present.
3. All persons must be able to hear each other, or be able to read the comments of each other, and be able to respond to each other in real time.
4. Standard practices shall be exercised at the meeting, such as following Robert's Rules of Order, providing notice before the meeting, declaring a quorum, approving the agenda, opening and closing with prayer, and recording minutes.
5. A meeting of the congregation or of session can be called as an in-person meeting, as an electronic meeting, or as combination of the two.
6. The moderator is authorized to call the type of meeting that she or he feels appropriate (in-person or electronic or combination of the two) given current circumstances.
7. If the meeting is a combination of in-person and electronic, being physically present is preferable.

ARTICLE XI
Amendments

The by-laws of this congregation may be amended or changed by a two-thirds (2/3) vote of the members present at any regularly called congregational meeting, provided notice of such proposed amendment has been given in the announcement of the meeting.

ARTICLE XII
Adoption Clause

1. The adoption of these by-laws cancels and supersedes all previous by-laws.
2. The session shall resolve all questions of compliance with these by-laws resulting from the adoption of these by-laws.

3. Provisions in these by-laws were created to match provisions in previous Books of Order of the Presbyterian Church (USA). If there is a difference in any provision of these by-laws and a provision in the most current Book of Order, the provision in the Book of Order will prevail and the by-laws will be amended as necessary.