

1 THE BYLAWS OF
2 FIRST PRESBYTERIAN CHURCH OF DAVENPORT
3 Approved February 25, 2024
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5 **ARTICLE I**
6 **NAME AND CORPORATION IDENTIFICATION**
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8 The name of this organization is "First Presbyterian Church of Davenport," as specified by its restated
9 Articles of Incorporation which were filed with the Secretary of State of the State of Iowa on June 29,
10 1999, with document number W00214506.

11 **ARTICLE II**
12 **OBJECT, ALLEGIANCE, AND POWER**

13 The church is organized and incorporated for the purpose of conducting the usual ecclesiastical and
14 secular affairs of a local church in accordance with and in obedience to the "Constitution of the
15 Presbyterian Church (U.S.A.)," subject to any limitations or restrictions imposed by the Chapter 504A of
16 the Code of Iowa or other applicable law. The secular powers of the church, to be exercised in and by its
17 corporate name, shall be all the powers of a corporation under the provisions of Chapter 504A of the
18 Code of Iowa, 1958, relating to corporations not for pecuniary profit, including the right to acquire (by
19 purchase, gift, bequest, or devise), to hold and to sell, lease, convey, mortgage, or otherwise encumber
20 real and personal property.

21 It is the intent of these bylaws to supplement, as applied to this particular church, the requirements of
22 civil law, church law (as stated in the latest issue of the Constitution of the Presbyterian Church (U.S.A.))
23 and the Articles of Incorporation. If there be any conflict, these bylaws are subordinate.

24 **ARTICLE III**
25 **MEETINGS**

26 **Section 1 - Annual**

27 The annual meeting of the congregation shall be held at a specific date and time designated by the
28 Session. At such meeting, the congregation shall be competent, without special provision in the notice,
29 to transact any business of the church (whether Secular or ecclesiastical) properly coming before it,
30 including a review of the budget adopted by Session, and the receiving of reports from official boards
31 and organizations.

32 **Section 2 - Special**

33 Special meetings of the congregation of the church may be called by presbytery or by the Session at any
34 time, and it shall always be the duty of the Session to convene a special meeting of the congregation
35 promptly when petitioned in writing to do so by one-fourth of the members on the active roll. No
36 business shall be transacted at a special meeting except the business briefly described in the notice
37 thereof and such business may be secular and/or ecclesiastical.

38 **Section 3 – Electronic Meetings**

Congregational meetings may be held electronically at the discretion of the Session, provided that the technology employed allows for all members present to hear and be heard simultaneously. This includes joining one or more persons electronically to an otherwise in-person meeting.

Section 4 - Members

The term "member" as used in these Bylaws shall mean any person listed on the active rolls of the church records.

Section 5 – Quorum

A quorum of one-tenth of the members shall be required for the transaction of business at any meeting of the congregation, except that a lesser number may adjourn the meeting to a date and time certain.

Section 6 - Adjourned Meetings

Any meeting of the congregation may be adjourned as the circumstances may require, and without further notice, and from time to time.

Section 7 – Notices

(a) Notice of corporate meetings shall be given in accordance with the laws of the State of Iowa, the Articles of Incorporation, and the Constitution of the Presbyterian Church (U.S.A.).

(b) Notice of all other meetings shall be given to the congregation on two successive Sundays.

Section 8 - Moderator and Clerk

The pastor shall be the moderator of all meetings of the Session and of the congregation.

The pastor shall have the option of being excused from meetings, or portions of meetings, during which the pastoral relationship is being considered. On such occasions and also when the pastor is absent, the moderator shall be a minister within the same presbytery invited to act as such by the pastor, with the prior concurrence of the Session, or appointed by presbytery. In the case of a meeting of the congregation, when this procedure is not expedient and when both the pastor or the moderator of the Session and the Session concur, a member of the Session may be invited by the moderator to preside. In the case of a meeting of the Session, the Session, after obtaining the approval of the pastor, may convene and elect another of its own members to preside.

When the pulpit is vacant, the moderator of Session or congregational meetings, or portions of meetings, shall be prescribed by the Constitution of the Presbyterian Church (U.S.A.).

The clerk of the Session shall be secretary of meetings of the congregation and of meetings of the Session. If the clerk is unable to serve, the congregation, and the Session respectively, shall elect a secretary.

Section 9 - Qualifications for Voting

All members present at a congregational meeting shall be entitled to vote at all such meetings on all matters affecting the ecclesiastical affairs of the church and also on all matters affecting the secular affairs, unless otherwise provided by the laws of Iowa.

74 **Section 10 - Prayer**

75 All meetings of the congregation shall be opened and closed with prayer.

76 **Section 11 - Minutes**

77 If the congregation does not approve the minutes of a congregational meeting before adjournment, the
78 Session may read, correct, and approve the minutes of that congregational meeting at its next scheduled
79 meeting and shall enter them into the minute book of the Session.

80 **ARTICLE IV**
81 **ORGANIZATIONS**

82 The officers of the congregation shall be elders and deacons.

83 **A. The Session**

84 **Section 1 - Composition and General Powers**

85
86 The Session shall consist of installed clergy and not less than six (6) nor more than thirty-nine (39) elders.
87 All members of the Session, including installed clergy are entitled to vote. The powers and duties of the
88 Session shall be those enumerated in the Scriptures and in the Constitution of the Presbyterian Church
89 (U.S.A.) and in the Articles of Incorporation of the church. The Session shall have general supervision,
90 management, and control over all the affairs of the church, both ecclesiastical and secular, subject only
91 to the powers retained by the congregation, except as herein otherwise provided.

92 **Section 2 - The Elders**

93 Any member of the congregation may be an elder. There shall always be three classes of elders on the
94 Session, each with elders as nearly equal in number as possible. Elders shall be elected at the annual
95 meeting of the congregation, or at a special meeting called for that purpose. Elders are normally elected
96 to serve a term of three years and may be elected to one succeeding term of three years. Elders may be
97 elected for a shorter term than three years due to personal restraints, to fill an unexpired term due to a
98 vacancy or to adjust the number of elders in each class so as to make the classes nearly equal. An elder
99 may not serve on the Session more than six consecutive years and an elder who has served six
100 consecutive years shall be ineligible for election to the same board for at least one year. Elders shall
101 serve until their successors are elected and installed. Elders shall not be married to, parents of, or
102 children of other currently serving elders for a period of more than one year.

103 **Section 3 - The Officers**

104 (a) The officers of the Session shall be the moderator and the clerk. The Session may elect such other
105 officers as the Session requires.

106 (b) The moderator shall be the pastor, except as otherwise provided by the Constitution of the
107 Presbyterian Church (U.S.A.).

108 (c) The clerk of the Session shall be an elder elected by the Session for such term as it may determine.

109 (d) Any Session elected officer of the Session may be removed from office by a majority vote of the
110 members present at a properly called and constituted meeting of the Session.

111

Section 4 - Meetings

112 (a) The stated meetings of the Session shall be held as publicized in church information, unless otherwise
113 decided by a majority vote of the Session members attending any meeting.

114 (b) The moderator of the Session may call a special meeting of the Session when he or she judges it
115 necessary and shall do so when requested in writing by any two members of Session. The Session shall
116 also meet when directed to do so by presbytery.

117 (c) To transact business in meetings of the Session a quorum of the Session must be present. The Session
118 shall establish a quorum for meetings; such quorum shall include the moderator and either a specific
119 number of ruling elders or a specific percentage of those ruling elders in current service on the Session.

120 (d) Meetings of the Session or its committees or task forces may be held electronically provided that the
121 technology employed allows for all members present to hear and be heard simultaneously. This includes
122 joining one or more persons electronically to an otherwise in-person meeting.

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Section 5 – Committees

125 The Session may establish and dissolve standing and special committees as it may deem necessary,
126 except that the Finance Committee shall not be dissolved. The powers, duties and practices of each
127 committee shall be as determined by and always subject to the approval of the Session, except as
128 otherwise provided herein.

129

(a) Standing Committees

130 As soon as practicable each year, the moderator, staff, and Congregational Nominating Committee will (1)
131 assign all members of the Session to the various standing committees of the Session such that each elder
132 shall serve on one standing committee, but may be assigned to more than one committee if deemed
133 appropriate by the moderator (the clerk may, or may not, serve on a standing committee), and (2) name
134 the chairperson of each standing committee. Each committee may also have additional members from
135 the congregation who are not members of the Session. This is to ensure that each committee has the
136 number of members with the requisite expertise required to effectively and completely accomplish its
137 goals, carry out its mission and realize its vision. These members will be known as “congregational
138 members” and must be approved by Session at least annually. The congregational members will have
139 the same rights, privileges and responsibilities as the committee members who are serving on the
140 current Session. The exceptions to this are that a congregational member of a committee may not
141 perform those duties and functions that are reserved for current Session members and, if the
142 congregational member is not an elder, they may not perform those duties and functions that are
143 reserved for elders. Each congregational member will serve for no more than six consecutive years and a
144 person who has served six consecutive years shall be ineligible for service to the same committee for at
145 least one year, unless they become an active elder. Each congregational member may serve a one-year
146 term but may be renominated and approved for subsequent one-year terms with no limit to the number
147 of terms. Each committee may also recruit others in the congregation who are not currently serving on
148 the Session to provide specific services from time to time. These will not be voting members of the

committee and approval by the Session will not be necessary. Each committee should have regular meetings at the call of the committee chair or co-chair.

(b) Officers and Agents of the Secular Corporation

Any officer or agent of the corporation shall act only in the best interest of the corporation and in accordance with these Bylaws, its Articles of Incorporation and the Constitution of the Presbyterian Church (U.S.A.) as limited or restricted by Iowa or other applicable law. The chairperson and vice-chairperson, or co-chairs of the Finance Committee, the Clerk of Session, and the church treasurer shall be, ex-officio, the president, vice-president, secretary, and treasurer respectively of the church's secular corporation. In the circumstance of Finance Committee co-chairs, the Session will designate the president and vice-president. The president or vice-president and the secretary of the church's secular corporation are hereby empowered to execute, in the name of the church, all instruments whereby the church may become bound as a secular corporation, including the purchase, sale or mortgage of real property, and may affix the corporate seal to any of the instruments requiring it. Officers of the secular corporation may be removed from office by a majority vote of the members present at a properly called and constituted regular or special meeting of the Session. In addition to officers of the corporation, the Session or the congregation may appoint an individual(s) it deems qualified, including any member(s) of the corporation or church staff, to act as an agent(s) of the corporation to execute all instruments whereby the church may become bound as a secular corporation, including the purchase, sale or mortgage of real property, and may affix the corporate seal to any instruments requiring it.

(c) Purchase, Sale or Mortgage of Real Property

The corporation can be bound in the purchase, sale or mortgage of real property only upon corporate resolution adopted by the membership of the corporation at any duly called and constituted meeting of the congregation. However, the Session is hereby authorized to receive unencumbered real property as a gift from The Foundation of First Presbyterian Church of Davenport or from any other source without such corporate resolution. The corporation shall not sell, mortgage, or otherwise encumber any of its real property or acquire real property that is subject to an encumbrance without the written permission of the presbytery transmitted through the Session.

(d) Task Forces

Task forces may be approved by the Session, which will exist for a specifically stated temporary purpose. Task forces must report regularly to the Session, and shall exist for no more than two years without requiring a renewal vote from Session.

B. The Board of Deacons

Section 1 - Composition and General Powers

The Board of Deacons Board shall consist of staff liaison and not less than six (6) nor more than twenty-four (24) deacons in active service. The powers and duties of this Board shall be those enumerated in the Scriptures, and in the Constitution of the Presbyterian Church (U.S.A.) and such additional duties as may be assigned by the Session. Generally, this Board shall minister with wise tact and Christian sympathy to those who are sick or in need.

Section 2 - The Deacons

Any member of the congregation may be a deacon. There shall always be three (3) classes of deacons on the board, each with deacons as nearly equal in number as possible. Deacons shall be elected at the annual meeting of the congregation or at a special meeting called for that purpose. Deacons are normally elected to serve a term of three years and may be elected to one succeeding term of three years. Deacons may be elected for a shorter term than three years due to personal restraints, to fill an unexpired term due to a vacancy or to adjust the number of deacons in each class so as to make the classes nearly equal. A deacon may not serve on the Board more than six consecutive years and a deacon who has served six consecutive years shall be ineligible for election to the same board for at least one year. Deacons shall serve until their successors are elected and installed.

Section 3 - The Officers

The Board of Deacons shall elect a moderator from among its members. The Board of Deacons may also elect annually from among its membership a vice-moderator, a secretary, and a treasurer of the funds of the board. Clergy shall be advisory members of the board. Any officer of the Board of Deacons, elected by the board, may be removed from office by a majority vote of the members present at a properly called and constituted meeting of the Board of Deacons.

Section 4 - Meetings

The Board shall meet upon call of its moderator or when directed to meet by the Session. To transact business in meetings of the Board of Deacons, a quorum of the Board of Deacons must be present. A quorum consists of the moderator and one third of the deacons. When the moderator is absent, the Board of Deacons may convene and elect one of their members to preside.

The Board shall keep a record of its proceedings and of all funds at its disposal and their disbursement. The Board shall submit its records to the Session within thirty (30) days of any request for such records by the Session and shall provide such records to the Session at least annually.

Meetings of the Board of Deacons or its committees or task forces may be held electronically provided that the technology employed allows for all members present to hear and be heard simultaneously. This includes joining one or more persons electronically to an otherwise in-person meeting.

Section 5 - Committees

The Board of Deacons may establish and dissolve committees necessary for the fulfillment of its responsibilities. The powers, duties and practices of the committees shall always be subject to the approval of the Session.

The moderator of the Board of Deacons assigns members to the various committees of the Board of Deacons and appoints chairs for each committee in consultation with the staff resource person assigned to the Board of Deacons, at the beginning of each year.

Each committee may also have additional members from the congregation who are not members of the Board of Deacons. This is to ensure that each committee has the number of members with the requisite expertise required to effectively and completely accomplish its goals, carry out its mission and realize its vision. These members will be known as "congregational members" and must be approved by Session at

least annually. The congregational members will have the same rights, privileges and responsibilities as the committee members who are serving on the current Board of Deacons. The exceptions to this are that a congregational member of a committee may not perform those duties and functions that are reserved for current members of the Board of Deacons and, if the congregational member is not a deacon, he or she may not perform those duties and functions that are reserved for deacons. Each congregational member may not serve more than six consecutive years and a person who has served six consecutive years shall be ineligible for service to the same committee for at least one year unless they become an active Deacon.

Each committee may also recruit others in the congregation who are not currently serving on the Board of Deacons to provide specific services from time to time. These will not be voting members of the committee and approval by the Board of Deacons will not be necessary. Each committee should have regular meetings at the call of the committee chair or co-chair.

ARTICLE V

NOMINATIONS, ELECTIONS, VACANCIES AND REMOVAL FROM OFFICE

Section 1 - Nominations

A nominating committee shall be elected by the congregation in accordance with the provisions of the Constitution of the Presbyterian Church (U.S.A). The committee shall include two members designated by and from the Session (one of whom shall be named by the Session as chair or both Session members named as co-chairs.), one member designated by and from the Board of Deacons, and other members of the committee in sufficient number to constitute a majority thereof, to be chosen by the congregation with fair representation of all age groups, gender, ethnic groups, and persons with disabilities. The pastor shall be a member, ex-officio. It shall be the duty of the committee: (1) to inform itself of all vacancies which are to be filled by election at a congregational meeting; (2) to study the responsibilities of the offices; (3) to review the constitutional and Scriptural qualifications for officers; and (4) to present to the congregation at a congregational meeting the name of one nominee for each of the offices to be filled by vote of the congregation. Nominations may always be made from the floor by any elector present.

The Congregational Nominating Committee shall present to the Session nominees to fill other vacancies as requested by the Session.

Section 2 - Elections

A majority of the votes cast by eligible voters present and voting shall be necessary to elect.

Section 3 - Vacancies

Any vacancy occurring on the Session or the Board of Deacons may be filled for the unexpired term by election at a meeting of the congregation. In such cases, the nomination shall be made by the Congregational Nominating Committee. Whenever there may be vacancies in either of said bodies amounting to more than fifteen percent of their respective full memberships, the Session shall call such special meeting and election.

Section 4 - Removal From Office

263 An elder or deacon may be removed from office only in accordance with the procedures described in the
264 Constitution of the Presbyterian Church (U.S.A.).

265 **ARTICLE VI**
266 **AMENDMENTS**

267 Except such as are required by the Constitution of the Presbyterian Church (U.S.A.), the Articles of
268 Incorporation, the laws of Iowa, or other applicable law these bylaws may be amended, altered, revised,
269 or repealed by a two-thirds vote of the qualified voters present at any meeting of the congregation,
270 annual or special. If the meeting is a special meeting the notice of meeting shall briefly describe the
271 purport of the amendment.