

The Bylaws of Potomac Presbyterian Church

I. Mission

The Potomac Presbyterian Church, a Maryland nonstock religious corporation, located in Potomac, Maryland has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world.

II. Relation to the Presbyterian Church (U.S.A.)

The Potomac Presbyterian Church (the "church") is a member church of the National Capital Presbytery in the Synod of the Mid-Atlantic of the Presbyterian Church (U.S.A.).

III. Governance of the Church

The church shall be governed in accordance with the Constitution of the Presbyterian Church (U.S.A.) (the "Constitution"). Consistent with that Constitution, these bylaws shall provide specific guidance for the church.

Roberts Rules of Order shall be used for parliamentary guidance. All meetings shall be opened and closed with prayer.

IV. Meetings of the Church

Membership in the church shall be as set forth in the Constitution which provides, among other items, for the means of entry into membership, the ministry of members, and categories of membership. The membership constitutes the congregation of the church.

There shall be an annual meeting of the congregation no later than the last Sunday in February as chosen by the session of the church, at which at least the following business shall be presented: financial report for the preceding year, budget for the current year (information only), changes in the terms of call for the pastor(s), and election of members to serve on the nominating committee. Committee annual reports and other session/deacon reports may also be presented as provided for by the session or moderator during the planning for this meeting. The Constitution defines the nature of any business that may properly be transacted at congregational meetings.

Special meetings of the congregation may be called by the session, or as provided in the Constitution. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call.

V. Notice of Meetings

Adequate public notice of all congregational meetings shall be given, including written notice given at two regular services of worship prior to the meeting. One of these services of worship may be held the same day as the meeting.

VI. Moderator

The installed pastor shall moderate the meetings. If it is impractical for the installed pastor to preside, he or she shall invite another teaching elder who is a member of the presbytery or a person authorized by the presbytery to serve as moderator. If there is no installed pastor, or the installed pastor is unable to moderate and/or to name another moderator, the presbytery shall make provision for a moderator.

VII. Secretary

The clerk of session shall serve as secretary. If the clerk is not present or is unable to serve, the congregation shall elect a secretary.

VIII. Minutes of the Meeting

The minutes of the meeting recorded by the secretary shall be attested by the moderator and the secretary, recorded in the minute book of the session.

IX. Quorum for the Meeting

The quorum of a meeting of the congregation shall be the moderator, the secretary, and no fewer than ten percent of the active members of the congregation as determined by clerk of session based on the current roll. The secretary shall determine that a quorum is present. All active members of the congregation present at either annual or special meetings are entitled to vote. Voting by proxy is not allowed.

X. Incorporation and Administration

In accordance with the laws of the state of Maryland, the congregation has caused a corporation to be formed.

The trustees shall be all of the ruling elders currently serving on session; but the session may determine that a lesser number should serve as trustees, in which case the session shall designate certain of the ruling elders as trustees, and they shall serve until their successors have been similarly designated and qualified, or their terms as ruling elders have ended. The trustees shall elect a President and a Secretary to serve as moderator and recorder of the meetings when corporate matters appear on the session agenda. The

President of the trustees may execute legal documents binding upon the corporation in accordance with actions approved by trustees.

Consistent with the laws of this state, both ecclesiastical and corporate business may be conducted at the same meeting of either the session or the congregation.

For purposes of conducting corporate business by the trustees, a quorum shall be a majority of the trustees, and decisions shall be made by majority vote of those present and voting.

For business purposes, the church shall use a calendar year.

The church shall maintain its business records at the church's main office.

The resident agent of the church shall be the installed pastor, and the clerk of session shall file appropriate notices of any change in resident agent's name or address with the Maryland State Department of Assessments and Taxation.

Any action required or permitted to be taken at any meeting of the session or the board of trustees may be taken without a meeting, if a consent in writing to such action is signed by each ruling elder, or trustee, as the case may be, and such written consent is filed with the minutes of proceedings of the session or board of trustees.

Meetings of the session or board of trustees may be held by means of telephone conferences or equipment of a similar communications nature in accordance with applicable law, provided that all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting. Minutes of meetings, including electronic conferences, will be kept in the books of record.

The church shall indemnify any person who is or was a Ruling Elder or Trustee, or officer of the Corporation against expenses and liabilities in connection with any proceeding involving such person, by reason of his being or having been such a ruling elder, trustee, or officer of the church, to the fullest extent now or hereafter permitted by the laws of Maryland. However, if the session (without the participation of an officer seeking indemnification) determines that the person was acting to advance his or her interest rather than the church's interest, or was deliberately dishonest, or otherwise in bad faith, no indemnification will be provided.

XI. Nominating Committee

The congregation shall form a nominating committee in the following manner:

- (1) There shall be four active members on the nominating committee, elected by the congregation at the annual business meeting, at least one of whom is a ruling elder currently serving on the session.
- (2) A proposed slate of nominating committee candidates may be developed by the senior pastor via consultation with session and deacon representatives.
- (3) The senior pastor shall be a member ex-officio and without vote.
- (4) Full opportunity shall always be given to the congregation for nomination from the floor of the congregational meeting by any active member of the congregation.
- (5) A majority of all active members present and voting shall be required to elect.

XII. Elders

The congregation, at its annual or a special meeting called for such purpose, shall elect twelve elders ("ruling elders") divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three-year term. No ruling elder shall serve for consecutive terms, either full or partial, aggregating more than six years. A ruling elder having served a total of six years shall be ineligible for reelection to the session for a period of at least one year.

The session, at its first meeting following the meeting of the congregation held to elect congregational officers, shall elect a current or past ruling elder to serve as clerk and shall form such committees as necessary to carry out its work, including any committees chaired by members of the board of deacons. At that same meeting of the session, the session shall annually elect a treasurer. A quorum for the session shall be the installed pastor or other presiding officer, acting as moderator, and one third of the ruling elders.

The session may appoint an Endowment Fund Committee to be responsible for the development, promotion, and interpretation of the benefits of the endowment funds to the congregation. No less than yearly, the session will review the actions of the Endowment Fund Committee and the financial performance of endowment fund investments.

XIII. Deacons

The congregation, at its annual or a special meeting called for such purpose, shall elect deacons divided into three classes which shall be of equal number, if possible.

The size of the board of deacons shall be decided by vote of session, prior to the meeting to be held to elect congregational officers. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years, except in exigent circumstances as approved by the installed pastor or session. A deacon having served a total of six years shall be ineligible for reelection to the board of deacons for a period of at least one year.

The board of deacons, at its first meeting following the congregational meeting at which officers have been elected, shall elect a moderator and a secretary from among its members and shall form such committees as necessary to carry out its work.

The pastor shall be an advisory member of the board of deacons. A quorum for the board of deacons shall be one third of the members, including the moderator.

XIV. Vacancies

Elders and deacons shall serve until the expiration of their terms or until their successors have been elected and qualified. Vacancies on the session or the board of deacons may be filled at a special meeting of the congregation or at the annual meeting, as the session may determine.

XV. Treatment of Gifts

Gifts of stock, securities, and other property real or personal, shall be accepted, held, and disposed of by action of the session; and any documents necessary and incidental thereto shall be executed by the clerk of the session and by the treasurer.

XVI. Amendments

These bylaws may be amended subject to the Articles of Incorporation, the laws of the state of Maryland, and the Constitution of the Presbyterian Church (U.S.A.) by a two-thirds vote of the members present at a congregational meeting, providing that the proposed changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.