

GOOD SHEPHERD PRESBYTERIAN CHURCH
Lincoln, NE

BYLAWS
Revised 12/5/21

1.00 Article I - NAME AND CORPORATION IDENTIFICATION

- 1.01 The name of this organization shall be Good Shepherd Presbyterian Church of Lincoln, Nebraska.
- 1.02 Good Shepherd Presbyterian Church is located in Lincoln, Nebraska, as specified by its Certificate of Incorporation recorded in the Corporation Records in the Office of the Secretary of State of Nebraska and the Office of the County Clerk of Lancaster County, Nebraska; and is hereinafter referred to as the “Church”.
- 1.03 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.

2.00 Article II - AFFILIATION

- 2.01 The Church is a particular Church of the Presbyterian Church (U.S.A.).
- 2.02 The Church is subject to the immediate jurisdiction of the Homestead Presbytery, hereinafter referred to as the “Presbytery”, of the Synod of Lakes and Prairies, hereinafter referred to as the “Synod”, Presbyterian Church (U.S.A.).
- 2.03 The Church operates under the authority of the Constitution of the Presbyterian Church (U.S.A.).
- 2.04 The Church is a non-profit corporation chartered by the State of Nebraska.

3.00 Article III - MEMBERSHIP

- 3.01 Members of the Church shall be members as defined by the Constitution of the Presbyterian Church (U.S.A.).
- 3.02 Members of the corporation shall be those active members of the Church who have reached the age of majority as defined by the laws of the State of Nebraska.

4.00 **Article IV - CONGREGATIONAL MEETINGS**

- 4.01 There shall be a called meeting of the Congregation each November to elect Elders, Deacons, Foundation Board members and appropriate members of the Nominating Committee for the succeeding year(s), presentation of the next year's church budget, and to consider any other urgent and necessary business the Session may deem appropriate. This meeting shall be given the same consideration in its call as if it were a Special Meeting. (See 4.03, 4.04, and 4.05)
- 4.02 All Congregational Meetings shall be held at such place and at such time as shall be designated by the Session.
- 4.03 The Annual Meeting shall be held in February for the purpose of receipt of church reports and the transaction of the general business of the Church.
- 4.04 Special Meetings of the Congregation may be called by the Session, the Presbytery, or by written petition of one-fourth of the active membership.
- 4.05 Special Meetings are limited to those matters specified in the Call for the Special Meeting.
- 4.06 Public notice for any Special Meeting will be given from the pulpit on two successive Sundays. The Special Meeting may be convened following the notice given on the second Sunday.
- 4.07 At any Congregational Meeting, all active members of the Church may participate in all discussions and votes.
- 4.08 At any Congregational Meeting, a quorum shall be twenty-five active members or one-tenth of the active members of the Church, whichever is greater.
- 4.09 At any Congregational Meeting, a Pastor shall be the Moderator and as such shall preside. The Clerk of Session shall take minutes.
- 4.10 All Congregational Meetings shall be opened and closed with prayer and shall be conducted in accordance with the procedures set forth in the Constitution of the Presbyterian Church (U.S.A.), insofar as they apply; and when they do not apply, according to the latest issue of Robert's Rules of Order.
- 4.11 All voting shall be in person; voting by proxy is not allowed.

5.00 **Article V - CORPORATION MEETINGS**

- 5.01 There shall be an Annual Meeting of the Corporation held in conjunction with the Annual Meeting of the Congregation.
- 5.02 All Meetings of the Corporation shall be held at such place and at such time as shall be designated by the Session.
- 5.03 There may be special Meetings of the Corporation subject to the same call and notice requirements of the Congregational Meeting.

- 5.04 At any Corporation Meeting, all members of the Corporation may participate in all discussions and votes. 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 corporation matter. (Note: 3.02)
- 5.05 At any Corporation Meeting, a quorum shall be twenty-five members or one-tenth of the membership, whichever is greater.
- 5.06 The Corporation Meeting shall be presided over by an officer of the Corporation.

6.00 **Article VI - ELECTION OF THE CHURCH OFFICERS**

- 6.01 The elected Officers of the Church shall be:
1. Elders, not less than twelve (12), nor more than eighteen (18).
 2. Deacons, not less than twelve (12), nor more than eighteen (18)
 3. Foundation Board members, not less than four (4) nor more than six (6) elected members.

Such officers shall be elected by the Congregation. Elders and deacons shall be elected for terms specified by Book of Order G 14.0201 (a). One-third (1/3) of the elders and deacons shall be elected at each regular election. Foundation Board members shall be elected for terms of three (3) years as the four (4) year terms for current members expire. One-third (1/3) of the Foundation Board Members shall be elected at each regular election except as herein provided to enable the change to three year terms. One Foundation Board member will serve a term of one (1) or two (2) year term as the cycle requires to ensure one third (1/3) of the Foundation Board Members can be elected at each regular election. Elders, deacons and Foundation Board members elected to fill an unexpired term for their respective board, shall be elected to serve the remaining portion of that term.

- 6.02 Any active member of the Church not currently serving on the nominating committee is eligible to be elected to the office of Elder or Deacon subject to the Book of Order.
- 6.03 A Nominating Committee shall be elected annually at the November called meeting of the Congregation and shall consist of the following:
1. Two Elders, elected by the Session, one of whom shall be named, by the Session, as Chairperson,
 2. One Deacon, elected by the Board of Deacons,
 3. Three members from the congregation-at-large, nominated from the floor of the congregational meeting prior to election,
 4. The Pastor(s), ex officio and without vote.
- 6.04 The current Nominating Committee shall submit names for the Offices of Elder and Deacon and for the Foundation Board for consideration by the Congregation at the Annual Congregational Meeting and at such Special Meetings as are called to fill any subsequent vacancy.

- 6.05 Any member whose name is placed in nomination by the Nominating Committee shall have been selected by a majority of such Committee and shall have consented, prior to the Congregational meeting, to serve if elected.
- 6.06 Nominees' names shall be published two Sundays prior to the November Congregational meeting.
- 6.07 At any election, nominations of eligible members may be made from the floor, providing the members so nominated have consented, prior to the Congregational meeting, to serve if elected.
- 6.08 All officers of the Church shall be elected by majority vote of the active members present.
- 6.09 No person may serve on the Nominating Committee for more than two consecutive years.

7.00 **Article VII - OFFICERS OF THE CORPORATION**

7.01 The Officers of the Corporation shall be the following:

1. President
2. Vice President
3. Secretary
4. Treasurer

Any two or more offices may be held by the same person, except the offices of President and Secretary, and except the offices of President and Vice President. The Corporation Officers shall be determined annually by the Session and shall be empowered to execute documents on behalf of the Corporation when authorized to do so by the Session and/or the Corporation. Any member of the Corporation is eligible to be appointed to any Corporate office.

- 7.02 The President and Vice President of the Corporation shall be appointed by the Session for a one-year term. The terms for the Secretary and Treasurer shall be determined by the Session.
- 7.03 In the absence of the Corporation President, the Vice President, the Secretary, or the Treasurer may conduct Corporation Meetings.
- 7.04 In addition to duties as Presiding Corporate Officer, the President shall prepare an agenda for all Corporation Meetings in consultation with other Congregational and Corporate Officers. Additionally, the President shall perform other duties consistent with the Office.
- 7.05 The Secretary shall keep an accurate record of all Corporation Meetings. This record is to be a part of the minutes of the Annual Meeting.
- 7.06 There shall be a blanket bond, for all people handling funds, in an amount to be established by the Session.
- 7.07 It shall be the duty of the Treasurer to receive and disburse funds as directed by the Session.

- 7.08 The Treasurer shall keep a record of all designated contributions and other funds and give an annual report of such funds at the Annual Congregational meetings.
- 7.09 The Treasurer shall make monthly reports of the financial status of the Church treasury to the Session.
- 7.10 The Treasurer shall make additional fiscal reports to the Session upon its request.
- 7.11 The Treasurer shall complete an Annual Financial report which shall become a part of the minutes of the January Congregational and Corporation Meetings.
- 7.12 Terms for any Officers appointed to fill vacancies in unexpired terms shall begin as soon as practical after their appointment.
- 7.13 The directors of the Corporation are designated Trustees. The membership of the Board of Trustees shall be identical to the membership of the Session in active service. Election by the congregation and installation as Elder shall constitute a person a Trustee of the Corporation. They must also be eligible under civil law.

8.00 **Article VIII - THE SESSION**

- 8.01 The Session shall consist of the Pastor(s) and ruling Elders.
- 8.02 A Pastor shall be the Moderator of all Session meetings except as provided by the Book of Order.
- 8.03 When the pulpit is vacated, the Moderator shall be a minister duly appointed by the Presbytery in accordance with the provisions of the Constitution of the Presbyterian Church (U.S.A.).
- 8.04 The Session shall meet once a month, unless such meeting is waived by majority vote of the Session.
- 8.05 The Session shall meet on special occasions when such meetings are called in accordance with the Book of Order.
- 8.06 A quorum shall be the Moderator and one-third of the ruling Elders, except for the case of acceptance or dismissal of members in which case the special provisions of the Book of Order shall prevail.
- 8.07 The Clerk of Session shall be an Elder elected by the Session for such a term as the Session may determine.
- 8.08 The Session is responsible for the spiritual life of the Church. The Session shall fulfill its responsibilities in accordance with the Book of Order.
- 8.09 The Session shall create such Committees as it deems necessary and appropriate to fulfill its mission.

- 8.10.1 The Session shall appoint an Elder to Chair each Committee; each Chairperson is responsible for determining the number of persons who shall serve on the named Committee and for selecting members of the Church to serve.
- 8.11 Specific duties of each Committee shall be detailed in a document, and amendments thereto, published by the Session.

9.00 **Article IX - THE BOARD OF DEACONS**

- 9.01 The Pastor(s) shall be advisory members of the Board of Deacons.
- 9.02 The Board of Deacons shall choose from its own number a Moderator, Vice-Moderator, Secretary, and one member of the Nominating Committee. It shall assign other responsibilities to its members as is deemed appropriate to its mission.
- 9.03 The Board of Deacons shall meet regularly once a month unless such meeting is waived by a majority of its members. Additionally, it shall meet with the Session upon the Session's request.
- 9.04 The Board of Deacons shall meet on special occasions when such meetings are called in accordance with the Book of Order.
- 9.05 A quorum shall be the Moderator or Vice-Moderator of the Deacons and one-third of the active Deacons.
- 9.06 The Board of Deacons is responsible for leading the Congregation in the Ministry of Compassion and Service in accordance with the Book of Order and for fulfilling such additional responsibilities that may be assigned to it by the Session.

10.00 **Article X - SPECIAL GIFTS, FUNDS AND THE FOUNDATION**

- 10.01 The wishes of the donor of any gift accepted by the Session shall be honored, except when such wishes become impossible or impractical to honor due to unavoidable circumstances or subsequent changes in the Book of Order or the applicable laws of the State of Nebraska
- 10.02 The Session has the right to accept or reject any gift offered to the Church. When a gift is not accepted, the Session shall share its reasons for refusal with the prospective donor.
- 10.03 Funds raised or received by the various organizations of the Church shall be designated for the use of such organizations as the Session may direct.
- 10.04 All funds received or held in the name of, or in behalf of the Church, shall be under the control of the Session.
- 10.05 The Foundation Board shall ask for contributions and bequests on behalf of Good Shepherd Presbyterian Church. The Foundation Board shall administer funds received and make recommendations to the Session on expenditures. The Foundation Board ("Board") shall consist of not less than four elected members, nor more than six elected members, plus an additional two or three non-elected members, to conduct the affairs of the Board. Pursuant to the Bylaws of Good Shepherd Presbyterian Church, the elected

- members shall be elected by the Congregation of Good Shepherd Presbyterian Church. All elected members shall be voting members of the Board. The remaining voting member of the Board shall be the moderator of the Stewardship and Budget Committee. The final two members shall be non-voting: 1) Pastor/Head of Staff and 2) Church accountant, if the accountant is a member of the Church and is available.
- 10.06 The Foundation Board shall meet at least once every three (3) months and annually submit to the Congregation through the Session a status report on all funds.
 - 10.07 The Foundation Board shall annually elect a moderator, vice-moderator, treasurer and secretary. The moderator shall preside at all meetings of the Foundation Board, unless absent, or unable to do so, in which event the vice-moderator shall preside.
 - 10.08 A majority of the voting members of the Foundation Board shall constitute a quorum necessary for the transaction of business at a regular or special meeting.
 - 10.09 The Foundation Board shall administer the following funds and make recommendations to the Session on expenditures.
 - 10.09.1 The Permanent Endowment Fund: The principal of the Permanent Endowment Fund will be invested in perpetuity. The Board shall annually set the percentage of earnings to be distributed - if any - and the percentage of earnings to be reinvested prior to the November congregational meeting. The Board will cause the distributions from this fund to be distributed one-half into the Capital Facilities Fund and one-half into the Program, Mission and Specific Gifts Fund. The Board has the authority to adjust/modify the distribution and reinvestment rates.
 - 10.09.2 The Capital Facilities Fund: The principal and income from this fund are available to be used for capital projects and other durable items having a life expectancy of not less than five years that enhance the church facility and overall safety of the church building and/or make improvements extending beyond the annual operating budget or other budget programs.
 - 10.09.3 The Program, Mission and Specific Gifts Fund: This principal and income from this fund are available to be applied to programs, missions and purposes specifically identified by the donor and approved by the Session of Good Shepherd Presbyterian Church.
 - 10.09.4 The Designated Endowment Funds: The principal in each of the Designated Endowment Funds will be invested in perpetuity. The Board shall annually set the percentage of earnings to be distributed - if any - and the percentage of earnings to be reinvested prior to the November congregational meeting. The Board shall cause distributions from each individual Designated Endowment Fund to be used only for the specific purpose for which the gift was designated, in accordance with sections 10.01 and 10.02. The Board may request written instructions, which may include utilization of principal, as concerns the specific purpose for which gifts are made into a Designated Endowment Fund. The Board has the authority to adjust/modify the distribution and reinvestment rates.
 - 10.10 For financial management purposes, monetary gifts received will be categorized as “restricted gifts” or “unrestricted gifts” and will be subject to the rules set forth in Article 10.10.1 and 10.10.2 of the BYLAWS.

- 10.10.1 If a gift's complete purpose or use is not designated within one (1) year of receipt, it will be considered an unrestricted gift, and the money will be allocated as directed by the applicable article of the BYLAWS. Every effort will be made to contact a family representative to determine if a designation is to be made.
- 10.10.2 An accepted gift that has a designated purpose or use will be considered a restricted gift. That money will typically be held in the Foundation cash account, for its intended purpose, for a period not to exceed seven (7) years. A donation not spent within seven years will be handled the same as an unrestricted gift. The Foundation treasurer is responsible for tracking such gifts. Exceptions to this policy can be made in instances such as a large donation with a particular spending timeline attached.
- 10.10.3 A minimum of one-percent (1%) of the monies collected from building stewardship fund drives shall be invested into the Capital Facilities Fund.
- 10.11 Recommended expenditures from the funds identified in Section 10.09 must be authorized by a quorum of the Foundation Board, and be approved by the Session. However, expenditures from the funds for any purpose other than those set forth in Sections 10.09.1 through 10.9.4 must be authorized by 11 of 12 active elders.
- 10.12 In the unlikely event that Good Shepherd Presbyterian Church ceases to exist, all remaining funds would revert to the Homestead Presbytery or the successor presbytery to which Good Shepherd Presbyterian Church then belongs.

11.00 **Article XI - FINANCES**

- 11.01 The fiscal year of the Church shall be the calendar year.
- 11.02 The preparation of a Church budget shall be the responsibility of the Session.
- 11.03 All ordinary fiscal affairs of the Church, relating to both current expenses and benevolences, excluding special gifts and funds as provided in Article X, shall be governed by a Church Budget adopted by the Session and presented to the Congregation at its November Congregational Meeting.
- 11.04 Budget adjustment, within the context of the total adopted budget, may be authorized by the Session as dictated by accepted business practices.

12.00 **Article XII - PASTORAL LEADERSHIP**

- 12.01 There shall be a Pastor or Pastors and other leadership, as required, to fulfill the Church's ministry.
- 12.02 Specific duties of the Pastor(s) and other leaders shall be articulated in job descriptions for each position. Job descriptions may be altered from time to time, and always remain true to and in keeping with any stipulations set forth in the Book of Order and/or these Bylaws.
- 12.03 A Pastor Emeritus may be elected in affection and gratitude in accordance with the provisions of the Book of Order.

13.00 **Article XIII - APPOINTED MINISTRIES**

- 13.01 There may be various persons appointed by the Session for responsibilities of ministry. These may include, but not be limited to, a Church School Superintendent, a Children's Program Coordinator, an Organist, a Choir Director and a Music director. These positions may or may not be with financial remuneration or compensation.
- 13.02 Other positions may be appointed from time to time as deemed necessary to fulfill the Ministry of the Church.
- 13.03 All appointed Ministries shall be made by the Session and shall be for a term of one year. Appointment to additional terms may be made at the discretion of the Session.
- 13.04 All appointed Ministries shall have their duties articulated in job descriptions for each position. Job descriptions may be altered from time to time.

14.00 **Article XIV - AMENDMENTS**

- 14.01 Amendments of these Bylaws are by two-thirds vote of those members in attendance at the Congregational Meeting at which the amendments are considered.
- 14.02 Notice of proposed Amendments shall be mailed to all members at least two weeks prior to any Congregational Meeting at which they will be considered.
- 14.03 Notice of proposed Amendments shall be mailed to the Executive Presbyter and the Moderator of the Committee on Ministry of the Presbytery at least two weeks prior to any Congregational Meeting at which they will be considered