

**BYLAWS OF GRACE COMMONS CHURCH**  
**November. \_\_, 2022**

**PREAMBLE**

Grace Commons Church, is a nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act and is a member congregation and church of a reformed denomination known as ECO: A Covenant Order of Evangelical Presbyterians, a church denomination (ECO), and of the Presbytery of The West, Inc. of ECO (the "Presbytery"). When reference is made herein to Grace Commons Church as a civil corporation, it is referred to herein as the "Corporation," and, when reference is made to Grace Commons Church as a church or congregation, it is referred to herein as the "Church."

**ARTICLE I**  
**ESSENTIAL TENETS AND CHURCH POLITY**

The Church subscribes and commits to following the ECO Essential Tenets and is governed by the ECO Polity and Rules of Discipline (the "Polity"). These two documents are collectively referred to herein as the "Constitution."

The Constitution is incorporated into and made a part of these Bylaws as if set forth in full herein. The Corporation shall constitute the corporation through which the Church shall act legally as described in the Constitution. These Bylaws shall always be subject to the provisions of the Articles of Incorporation of the Corporation and are provided to clarify and augment the polity provided in the ECO constitution. No provision within shall contradict or invalidate any element of the constitution or Articles of Incorporation.

**BYLAWS OF THE FIRST PRESBYTERIAN CHURCH OF BOULDER**

**PREAMBLE**

The First Presbyterian Church of Boulder is a nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act and is a member congregation and church of a reformed denomination known as ECO: A Covenant Order of Evangelical Presbyterians, a church denomination ("ECO"), and of the Presbytery of The West, Inc. of ECO (the "Presbytery"). When reference is made herein to The First Presbyterian Church of Boulder as a civil corporation, it is referred to herein as the "Corporation," and, when reference is made to The First Presbyterian Church of Boulder as a church or congregation, it is referred to herein as the "Church." In addition, when used herein, the term "members of the Church" or "members," unless otherwise specified herein, refers to covenant partners, as that term is defined by the Polity.

The Church subscribes to, and commits to following, the ECO *Essential Tenets* and is governed by the ECO *Polity and Rules of Discipline* (the "Polity"). These two documents are collectively referred to herein as the "Constitution."

The Constitution is incorporated into and made a part of these Bylaws as if set forth in full herein. The Corporation shall constitute the corporation through which the Church shall act legally as described in the Constitution. These Bylaws shall at all times be subject to the provisions of the Articles of Incorporation of the Corporation and the Constitution. In the event of any inconsistency between these Bylaws and the Constitution, the Constitution shall control.

**ARTICLE I**  
**OBJECTIVES AND PURPOSE**

Section 1.1 **Purpose.** In keeping with historic Presbyterianism and Reformed Theology, the purpose for which the Corporation is formed is to further the six great ends of the Church, including:

1. The Proclamation of the Gospel for the salvation of humankind.
2. The shelter, nurture and spiritual fellowship of the children of God;
3. The maintenance of divine worship;
4. The preservation of the truth;
5. The promotion of social righteousness; and
6. The exhibition of the Kingdom of Heaven to the world

**ARTICLE II  
AUTHORITY OF THE CONGREGATION**

The ECO Constitution reserves certain authority for the local congregation. The congregation has the sole authority for the following:

1. Electing elders, trustees, and deacons.
2. Calling a pastor/head of staff, associate pastor, or to request the dissolution of such calls.
3. Buying, mortgaging, transferring, or selling real property.
4. Requesting that presbytery dismiss the congregation to another presbytery of ECO or requesting that the presbytery dismiss the congregation to another Reformed body.
5. Approving any amendments to the congregation's articles of incorporation, bylaws or other corporate governing documents and dissolution, merger and any other corporate action requiring voting member approval.
6. Authorizing assistant pastors to serve on session with voice and vote by the congregation's own rule.

In addition, the congregation has the authority to elect covenant partners to head pastors or associate pastor nominating committees.

**ARTICLE II  
CONGREGATIONAL MEMBERS, COVENANT PARTNERS**

Section 2.1 **Status and Voting Rights.** The congregational members of the Church (referred to in the Constitution as "covenant partners") become covenant partners by action of the Session of the Church (the "Session"). Each covenant partner retains this relationship with the Church until each resigns his/her membership or after an extended period of inactivity is removed as a covenant partner by action of Session. Each covenant partner shall be entitled to one vote on all matters requiring the approval of the covenant partners. Calling (electing) the Senior Pastor and Associate Pastors requires two-thirds of votes cast. Except for calling (electing) the Senior Pastor and Associate Pastors, the following actions require approval by a simple majority of the covenant partners present at a duly called meeting of the covenant partners.

1. Electing elders, deacons, trustees and Church nominating committee;
2. Buying, mortgaging, transferring or selling real property that is used for Church purposes;
3. Requesting the Presbytery to dismiss the Church to another presbytery of ECO or to another Reformed body;
4. Amending the Corporation's Articles of Incorporation or these Bylaws; or
5. Making any loan to the Senior Pastor or to an Associate Pastor, which such loan may only be made for the purpose of financing the personal residence of such Pastor.

Section 2.2 **Meetings.** An annual meeting, both corporate and congregational, of the covenant partners shall be held once each year at the time and place determined by the Session for the purpose of electing, upon the recommendation of the Session, elders, deacons, and trustees, and for the transaction of such other business as may come before the meeting. A special meeting of the covenant partners, for any purpose or purposes, may be called by the Session, by the Presbytery, or by the Session when requested in writing by one-fourth of the covenant partners. All meetings of the covenant partners shall be conducted in accordance with *Robert's Rules of Order*.

- (a) **Notice of Meetings.** Adequate notice of meetings of the covenant partners shall be given, stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Such notice shall include announcement in worship a minimum of two Sundays prior to the scheduled date and time of such meeting, as well as announcement by use of the Church's other customary avenues of communication, including in electronic and social media.

**ARTICLE III  
ECCLESIASTICAL OFFICES**

**Section 3.1      Types of Offices**

The Church shall have ecclesiastical offices as set forth in the Polity, including pastors, elders, deacons, and trustees. In general, and in accordance with the constitution, Elders have the responsibility and authority for governing the congregation and guiding its mission for Christ in the world, Deacons lead ministries that nurture fellowship and caregiving within and beyond the congregation, and trustees are responsible for overseeing the care and management of all physical and financial assets of the church. The deacons and trustees operate under the authority of the session.

**Section 3.2      Elders, Deacons and Trustees**

**(a) General Process:** Session is responsible for the identification of and raising up lay leaders for service in ecclesiastical offices of the church. Those elders, deacons, and trustees identified by session are put forth to the congregation for election into their respective offices. Once elected, the ecclesiastical officers are trained by session. Once trained, the Elders and Deacons are ordained per the ECO constitution and all officers are installed in office.

**(b) Term of office:** The normal term of office for elders, deacons and trustees shall be three years, commencing no later than six months following the annual meeting of

- (b) Participation in Meetings. Unless special accommodation has been made and approved by the Session in advance of the meeting, participation in a meeting of the covenant partners requires being physically present at the meeting.
- (c) Quorum. A quorum for meetings of the covenant partners consists of one-tenth of the covenant partners
- (d) Other. The Session is not required to prepare a list of covenant partners in connection with any meeting of the covenant partners, and no covenant partner shall be entitled to vote by proxy.

**ARTICLE III  
ECCLESIASTICAL OFFICES**

Section 3.1    **Types of Offices.** The Church shall have various ecclesiastical offices as set forth in the Polity, including pastors, elders and deacons, as well as trustees (a traditional office of the Church). The Church also recognizes the contributions or importance of lay leadership in every activity of the Church.

Section 3.2    **Elections of Elders, Deacons and Trustees.**

(a)    **Terms.**

(i)    Elders. The terms of office of the elders shall be three years, commencing on May 1 following the annual meeting of covenant partners at which the elders were elected. The elders shall be divided into three classes, with the term of each class expiring in a different year. An elder elected to fill a vacancy shall have the remaining term of the class to which such elder is elected. An elder may be elected for two consecutive terms, and then a period out of office of at least one year is required before such elder is eligible to be re- elected, except that any partial term served by reason of an election to fill a vacancy for an unexpired term shall not be counted for purposes of determining this limitation of service. The office of elder is a perpetual one; hence, elders once ordained shall not be divested of the office when they are not re-elected to active service, and shall be entitled to represent the Church in the high judicatories when appointed by the Session or the Presbytery as outlined in the Polity. Only covenant partners shall be eligible to serve as Elders. The ministry of elders shall be as set forth in the Polity.

(ii)    Deacons. The terms of office of the deacons shall be three years, commencing on May 1 following the annual meeting of covenant partners at which the deacons were elected, unless a separate term is designated at their election. The deacons shall be divided into three classes, with the term of each class expiring in a different year. Deacons may also be elected at a special meeting of the covenant partners for terms designated in connection with such election. A deacon may be elected for two consecutive

covenant partners at which they were elected. The elders, deacons and trustees shall be divided into three classes, with the term of each class expiring in a different year. They are to be elected at the annual meeting or, to fill a vacancy and serve the remaining term of a vacant office, at a special meeting of the covenant partners. An elder, deacon or trustee may be elected for consecutive terms not to exceed six consecutive years. After six years of consecutive service of any office, they shall take a one-year sabbatical before they are eligible to serve as a church officer again.

The office of elder is perpetual; hence, once ordained, elders shall not be divested of their ordination. Elders no longer serving on session can serve the church or presbytery in any other role requiring an ordained elder. Such an elder may be re-elected to the session by a vote of the congregation, subject to the above paragraph. The office of deacon is perpetual; hence, once ordained, deacons shall not be divested of their ordination. The office of trustee is limited to the term to which the trustee is elected.

### **Section 3.3**      **Pastors**

**(a) General Process:** The session is responsible for the search process used in identifying and selecting a desirable candidate for the roles of head pastor, associate pastor, and assistant pastor. When the Session has identified such a candidate for the role of head pastor or associate pastor, the Session shall call a meeting of the covenant partners to vote on such candidate.

**(b) Congregational Election and term of office (for head pastors and associate pastors):** The covenant partners shall elect (i.e., call) each Senior Pastor and each Associate Pastor at a meeting of the covenant partners called by the Session for such purpose. The candidate shall be elected if a supermajority of the votes cast is in favor of the candidate, ordinarily 75% or more. Each Pastor shall hold their office until such individual's resignation or removal by a two-thirds vote of the covenant partners at a duly called meeting.

**(c) Election of Assistant Pastors:** In accordance with the Constitution, Session may also elect Assistant Pastors with a two-thirds vote of the Session. Assistant Pastors may be removed from office by a two-thirds vote of the Session.

terms, and then a period out of office of at least one year is required before being eligible to be re-elected, except that any partial term served by reason of an election to fill a vacancy for an unexpired term shall not be counted for purposes of determining this limitation of service. If a deacon is elected to the position of elder upon the expiration of his/her term, no waiting period is required. The office of deacon is a perpetual one; hence, a deacon once ordained shall not be divested of office when not re-elected to active service. The ministry of deacons shall be as set forth in the Polity and otherwise as determined by the Session in consultation with the deacons.

(iii) **Trustees.** The terms of office of the trustees shall be three years, commencing on May 1 following the annual meeting of covenant partners at which the trustees were elected. The trustees shall be divided into three classes, with the term for each class expiring in a different year. Trustees may also be elected at a special meeting of the covenant partners for terms designated in connection for such election. A trustee may be elected for two consecutive terms and then a period out of office of at least one year is required before being eligible to be re-elected, except that any partial term served by reason of an election to fill a vacancy for an unexpired term shall not be counted for purposes of determining this limitation of service. If a trustee is elected to the position of elder upon the expiration of his/her service, no waiting period is required. The Session shall oversee and direct the ministry of the trustees. The trustees shall have the authority to receive, hold, encumber, manage, and transfer property, real or personal, for the Church; to accept and execute deeds of title to such property; and to manage any permanent special funds for the purposes of the Church.

(b) **Church Nominating Committee.** A nominating committee shall be established to nominate covenant partners for the offices of elders, deacons and trustees. The nominating committee shall consist of a pastoral liaison other than the Senior Pastor, two elected members of the Session, one deacon, one trustee and not less than three, but no more than five, covenant partners and shall be elected at the annual meeting of the covenant partners for a term of two years. The members of the nominating committee shall be covenant partners who have a broad knowledge of the membership of the Church, experience in Church ministries, and an understanding of the missional goals of the Church. For each annual meeting of the covenant partners, the nominating committee shall nominate (i) the number of elder candidates requested by the Session, but never less than four nor more than six, (ii) one candidate for each vacant elder position, if any, in a different class, (iii) the number of candidates for deacons as determined by the Session, and (iv) the number of trustees as determined by the Session. The nominating committee shall also nominate candidates for election at special meetings to fill vacancies in these offices as necessary. The nominating committee shall solicit from the covenant partners names of potential candidates, and shall examine individuals prior to their nomination by the nominating committee concerning the extent of their participation in the activities and ministries of the Church.

(c) **Voting.** In an election of elders, deacons or trustees, that number of candidates equaling the number of elders, deacons or trustees to be elected, that have the highest number of votes cast in favor of their election, shall be elected as elders, deacons or trustees. A quorum, as provided in Section 2.2(c) of

these Bylaws, is required for the election of one or more elders, deacons or trustees at a meeting of covenant partners

(d) **Process of Preparation, Installation and Ordination.**

The Session shall establish the process for Preparation, Installation and Ordination to ecclesiastical office.

(i) **Preparation.** The Session shall establish a nominating committee to identify, examine and recommend to the Session a slate of candidates for elders, deacons and trustees. The Session shall, at a meeting of the covenant partners, present to the covenant partners for their approval the Session's recommended candidates. Approved candidates will be trained for their respective offices prior to their active service.

(ii) **Installation and Ordination.** Once the approved candidates for elders, deacons and trustees are trained, the Session will examine each selected elder, deacon and trustee to determine his or her readiness for service in the capacities for he or she was elected. Once this determination is made, the Session will provide for a worship service for the installation and ordination of the selected elders, deacons and trustees. Elders and deacons will be ordained using the vows contained in the Polity. Trustees will not be ordained. An elder, deacon or trustee elected at a special meeting of the covenant partners shall be installed (and ordained as appropriate) at a worship service or appropriate gathering of elders specified by the Session.

**Section 3.3 Election of Pastors.**

(a) **Election and Term.** The covenant partners shall elect (i.e., call) each Senior Pastor and each Associate Pastor (the Senior Pastor and any Associate Pastor may be referred to herein as a "Pastor"), at a meeting of the covenant partners called by the Session for such purpose. Each Pastor shall hold such office until such individual's resignation or removal by a two-thirds vote of the covenant partners at a duly called meeting.

(b) **Senior Pastor Nominating Committee.** In the event of a current or pending vacancy in the position of Senior Pastor, the Session shall call a special meeting of the covenant partners to elect a Senior Pastor nominating committee consisting of seven members (two elders, one deacon and four other covenant partners). The Session shall nominate candidates to serve on such committee. At such special meeting of the covenant partners, the covenant partners shall vote for the four covenant partners from the candidates nominated by the Session and any other candidates nominated at such meeting. The four covenant partners receiving the most votes shall be elected, along with the two elders and one deacon approved by the Session. The quorum for a meeting of the covenant partners, as provided in Section 2.2(c) of these Bylaws, is required for the election of the Senior Pastor Nominating Committee.

ARTICLE IV  
SESSION

(c) **Associate Pastor Nominating Committee.** In the event that Session opts to fill an Associate Pastor position that is vacant or pending vacancy, or if it decides to create a new Associate Pastor position, the Session shall call a special meeting of the covenant partners to elect an Associate Pastor nominating committee consisting of seven members (two elders, one deacon and four other covenant partners). The Session shall nominate candidates to serve on such committee. At such special meeting, the covenant partners shall vote for the four covenant partners from the candidates nominated by Session and any other candidates nominated at such meeting. The four covenant partners receiving the most votes shall be elected, along with the two elders and one deacon approved by the Session. A quorum, as provided in Section 2.2(c) of these Bylaws, is required for the election of the Associate Pastor Nominating Committee.

(d) **Voting for a Pastor.** When the Senior Pastor Nominating Committee or the Associate Pastor Nominating Committee, as appropriate, has determined a candidate, the Session shall call a meeting of the covenant partners to vote on such candidate. The candidate shall be elected if two-thirds of the votes cast are in favor of the candidate. The quorum for a meeting of the covenant partners, as provided in Section 2.2(c) of these Bylaws, is required for the election of a Senior Pastor or an Associate Pastor.

(e) **Assistant Pastors.** In accordance with the Constitution, Session may also elect Assistant Pastors with a two-thirds vote of the Session. Assistant Pastors may be removed from office by a two-thirds vote of the Session.

Section 3.4 **Installation of Pastors.** Installation of Pastors by the Presbytery shall be deemed to have occurred when an individual is appointed to a pastoral office in the Church by a formal vote of the Presbytery, unless the Presbytery action provides otherwise. Such formal vote shall be distinguished from any worship service celebrating installation of a Pastor.

ARTICLES IV  
SESSION

Section 4.1 **General Powers.** Except as otherwise provided in these Bylaws, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Session. The Session shall have all powers and authority reserved to a board of directors under the Colorado Revised Nonprofit Corporation Act.

Section 4.2 **Composition.** The Session shall consist of not less than 12, but no more than 18, ruling elders, the Clerk of Session, the Senior Pastor, Associate Pastor(s) and the Assistant Pastor(s). The Senior Pastor, Associate Pastor(s) and Assistant Pastors shall serve as *ex officio* members of the Session. Associate Pastors and Assistant Pastors shall have all the voting rights of elders. The Senior Pastor or his/her designee shall be the Moderator of the Session, and the Senior Pastor shall have all the voting rights in the Session prescribed for the president in the meeting of a board of directors of a corporation in accordance with *Robert's Rules of Order*.

**Section 4.1**     **General Powers:** Except as otherwise provided in these Bylaws, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Session. The Session shall have all powers and authority reserved to a board of directors under the Colorado Revised Nonprofit Corporation Act except as stated in the articles of incorporation.

**Section 4.2**     **Composition:** Session shall be able to expand or contract the number of elders on the session but shall never be fewer than six elders plus the Clerk of Session, the Pastor/Head of Staff, Associate Pastor(s), and the Assistant Pastor(s). Associate Pastors and Assistant Pastors shall have all the voting rights of elders.

**Section 4.3**     **Responsibilities:** The responsibilities of the Session are as set forth in the ECO Polity .

**Section 4.4**     **Meetings:** The Session will determine the frequency of regular meetings. Notice of each meeting of the Session stating the date, time and place of the meeting shall be given to each member of the Session at least two days prior to the meeting. The manner of notice shall be as determined by the Session. A quorum, consisting of one-half of the ruling elders, plus one additional ruling elder, is required to convene an official Session meeting. Once a quorum is present, a meeting can be called to order and conduct official business whereby the vote of a majority of the Session members present is required to pass any motion presented at the meeting. No member of the Session may vote or act by proxy at any meeting of the Session. All meetings are to be orderly, strive for Christian unity, and build up the body of Christ.

**Section 4.5**     **Committees:** The Session may designate one or more committees, each of which, to the extent provided in the resolution establishing such committee or these Bylaws, shall have and may exercise all of the authority given to it by the Session, and any such committee shall be identified as a standing or temporary (ad-hoc) committee of the Session. The delegation of authority to any committee shall not relieve the Session or any member of the Session from any responsibility or standard of conduct imposed by law or these Bylaws. Rules governing procedures for meetings of any committee of the Session shall be the same as those set forth in the ECO Constitution and these Bylaws, unless the Session determines otherwise. Absent any determination by the Session to the contrary, the trustees and the deacons shall be deemed to be separate standing committees of the Session.

Section 4.3     **Meetings.** The Session will determine the frequency of regular meetings, provided that the annual meeting of the Session shall take place following the annual meeting of the covenant partners. Special meetings of the Session may be called by or at the request of the Senior Pastor or two or more elders. The person or persons who call a special meeting of the Session may fix the time and place for holding such special meeting of the Session. The Senior Pastor or his/her designee shall be the Moderator of all meetings of the Session. All meetings of the Session shall be conducted in accordance with *Robert's Rules of Order*.

(a)     **Notice of Meetings.** Notice of each meeting of the Session stating the date, time and place of the meeting shall be given to each member of the Session at least two days prior to the meeting. The manner of notice shall be as determined by the Session.

(b)     **Participation in Meetings.** Members of the Session will participate in all regular or special meetings in person unless special accommodation has been made and approved by the Session.

(c)     **Quorum and Voting.** A quorum, consisting of one-half of the ruling elders, plus one additional ruling elder, is required immediately before a meeting of the Session in order to begin the transaction of business at any meeting of the Session, and the vote of a majority of the Session members present at a meeting at which a quorum is present shall be the act of the Session, unless otherwise required by these Bylaws. No member of the Session may vote or act by proxy at any meeting of the Session.

Section 4.4     **Committees.** The Session may designate one or more committees, each of which, to the extent provided in the resolution establishing such committee or these Bylaws, shall have and may exercise all of the authority given to it by the Session, and any such committee shall be identified as a standing or temporary committee of the Session. The delegation of authority to any committee shall not operate to relieve the Session or any member of the Session from any responsibility or standard of conduct imposed by law or these Bylaws. Rules governing procedures for meetings of any committee of the Session shall be the same as those set forth in these Bylaws for the Session, unless the Session or the committee determines otherwise. Absent any determination by the Session to the contrary, the trustees and the deacons shall be deemed to be separate standing committees of the Session.

**ARTICLE V**  
**CORPORATE OFFICERS**

**ARTICLE V  
CORPORATE OFFICERS**

**Section 5.1**      **Selection of Officers:** The officers of the Corporation shall include the President, the Vice President, the Senior Pastor, the Secretary, and the Treasurer. The President, Vice President, and the Secretary shall serve a one-year term of office to be coincident with the classes of the session.”

**Section 5.2**      **Authority and Duties of Corporate Officers:** The officers of the Corporation shall have the authority, and shall exercise the powers and perform the duties, specified below and as may be additionally specified by the Session or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required.

- (a) **President.** The President shall, subject to the direction and supervision of the Session: (i) preside at all meetings of the Corporation; (ii) have authority to execute legal instruments and documents on behalf of the Corporation as directed by the Session; and (iii) perform all other duties as from time to time may be assigned to such office by the Session consistent with the laws of the State of Colorado. The President of the Trustees shall be the President of the Corporation.
- (b) **Senior Pastor.** The Senior Pastor shall, subject to the direction and supervision of the Session: (i) provide spirit-led vision, leadership, and pastoral care for the employee staff of the Corporation, the Church and the covenant partners; (ii) moderate all meetings of the Session and the covenant partners; (iii) preside at meetings of the Corporation in the absence of the President; and (iv) perform all duties as from time to time may be assigned to such office by the Session. If no President has been elected and serving, the Senior Pastor shall serve as the President.
- (c) **Vice President.** The Vice President shall, subject to the direction and supervision of the Session: (i) provide support to the President; (ii) be granted signature authority

Section 5.1      **Selection of Officers.** The officers of the Corporation shall include the President, the Senior Pastor, the Secretary and the Treasurer. Each shall be elected for a one-year term of office by the Session. The Session may also appoint such additional officers as it may consider necessary or useful.

Section 5.2      **Authority and Duties of Corporate Officers.** The officers of the Corporation shall have the authority, and shall exercise the powers and perform the duties, specified below and as may be additionally specified by the Session or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a)      **President** The President shall, subject to the direction and supervision of the Session: (i) preside at all meetings of the Corporation; (ii) have authority to execute legal instruments and documents on behalf of the Corporation as directed by the Session; and (iii) perform all other duties as from time to time may be assigned to such office by the Session consistent with the laws of the State of Colorado.

(b)      **Senior Pastor** The Senior Pastor shall, subject to the direction and supervision of the Session: (i) provide spirit-led vision, leadership and pastoral care for the employee staff of the Corporation, the Church and the covenant partners; (ii) moderate all meetings of the Session and the covenant partners; (iii) supervise the ministry vision, strategy and theology of all Associate and/or Assistant Pastors; (iv) preside at meetings of the Corporation in the absence of the President; and (v) perform all duties as from time to time may be assigned to such office by the Session. In the event that no President has been elected and serving, the Senior Pastor shall serve as the President

(c)      **Secretary.** The Secretary shall (i) be custodian of the corporate records of the Corporation; (ii) serve as secretary for, and keep the minutes of, all meetings of the covenant partners and the proceedings of the Session and any committee of the Session that is assigned to the Secretary; (iii) provide that all notices are duly given in accordance with these Bylaws or as required by law; (iv) act as the parliamentarian in disputes arising in the conduct of the Church’s business in meetings and votes; (v) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the President, by the Senior Pastor or by the Session; and (vi) make available to the covenant partners all minutes of the proceedings of Session. The Clerk of Session shall be the Secretary of the Corporation. The Senior Pastor will nominate for consideration and election by the Session the person to serve as Clerk of Session, who shall be a currently serving or former elder. The Clerk of Session shall serve a one-year term which shall run concurrently with the classes of the Session. There shall be no limit to the number of terms which the Clerk of Session can serve.

(d)      **Treasurer.** The Treasurer shall (i) have or arrange for the custody of the Corporation’s funds and securities; (ii) keep full and accurate accounts of receipts and disbursements in the corporate books; (iii) be the primary contact between the Corporation and its independent accounting firm; (iv) deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by

for the corporation as a stand in for the President when absent; (iii) provide substitute leadership when needed; and (iv) take on special projects when needed. The President Elect of the Trustees shall be the Vice President of the Corporation.

- (d) **Secretary.** The Secretary shall (i) be custodian of the corporate records of the Corporation; (ii) serve as secretary for, and keep the minutes of, all meeting of the covenant partners and the proceedings of the Session and any committee of the Session that is assigned to the Secretary; (iii) provide that all notices are duly given in accordance with these Bylaws or as required by law; (iv) act as the parliamentarian in disputes arising in the conduct of the Church's business in meetings and votes; (v) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the President, by the Senior Pastor or by the Session; and (vi) make available to the covenant partners all minutes of the proceedings of Session. The Clerk of Session shall be the Secretary of the Corporation. The Senior Pastor will nominate for consideration and election by the Session the person to serve as Clerk of Session, who shall be a currently serving or former elder. The Clerk of Session may serve for up to six years, after which a one year break is required before serving again as an officer in the church
- (e) **Treasurer.** The Treasurer shall (i) have or arrange for the custody of the Corporation's funds and securities; (ii) keep full and accurate accounts of receipts and disbursements in the corporate books; (iii) be the primary contact between the Corporation and its independent accounting firm; (iv) deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Session and disburse the funds of the Corporation as may be ordered or authorized by the Session and preserve proper vouchers for such disbursements; (v) render to the President and the Session at the regular meetings of the Session, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Corporation; (vi) be furnished, at his/her request, with such reports and statements as he/she may require from the corporate officers and agents as to all financial transactions of the Corporation; and (vii) perform such other duties as are from time to time assigned to him/her by the Session or the President. The individual employed by the Church as the Business Administrator of the Church shall be the Treasurer of the Corporation. The Treasurer shall not be required to be an elder and shall not be entitled to vote at the Session.

**Section 5.3      Resignation:** Any officer may resign at any time by giving written notice to the Clerk of Session and/or Moderator of the Session. An officer's resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective In the case of a senior pastor's resignation, or the resignation of an Associate Pastor, the pastor's call shall be dissolved in a manner compliant with the constitution. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by the Session in the exercise of its reasonable discretion or by a federal or Colorado State court having appropriate subject matter and personal jurisdiction.

the Session and disburse the funds of the Corporation as may be ordered or authorized by the Session and preserve proper vouchers for such disbursements; (v) render to the President and the Session at the regular meetings of the Session, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Corporation; (vi) be furnished, at his/her request, with such reports and statements as he/she may require from the corporate officers and agents as to all financial transactions of the Corporation; and (vii) perform such other duties as are from time to time assigned to him/her by the Session or the President. The individual employed by the Church as the Business Administrator of the Church shall be the Treasurer of the Corporation. The Treasurer shall not be required to be an elder and shall not be entitled to vote at the Session.

## **ARTICLE VI. FIDUCIARY MATTERS**

Section 6.1      **Indemnification.** The Corporation shall indemnify each officer,

employee and volunteer, and all elders, deacons and trustees of the Corporation while they are serving in that capacity, and after they no longer serve in that capacity, to the fullest extent permissible under the laws of the State of Colorado, and the Corporation shall purchase insurance insuring the Corporation's obligations hereunder or otherwise protecting the persons intended to be protected by this Section 6.1. The Corporation shall pay for or reimburse reasonable expenses incurred by any person identified in this Section 6.1 who is a party to any proceeding in advance of final disposition of the proceeding to the extent permitted under the laws of the State of Colorado.

Section 6.2      **Loans of Funds of the Corporation.** Session may, upon the recommendation of the trustees, make a loan from the funds of the Corporation to the Senior Pastor or any Associate Pastor for the sole purpose of providing financial assistance to purchase the primary personal residence of the Senior Pastor or any such Associate Pastor , provided that any such loan is collateralized by such personal residence, all in accordance with the Housing Assistance Policy of the Corporation as in effect from time to time. No loan shall be made to any officer of the Corporation. The advance of expenses by the Corporation to any

**ARTICLE VI.  
FIDUCIARY MATTERS**

**Section 6.1      Indemnification:** The Corporation shall indemnify each officer, employee and volunteer, and all elders, deacons and trustees of the Corporation while they are serving in that capacity, and after they no longer serve in that capacity, to the fullest extent permissible under the laws of the State of Colorado, and the Corporation shall purchase insurance insuring the Corporation's obligations hereunder or otherwise protecting the persons intended to be protected by this Section 6.1. The Corporation shall pay for or reimburse reasonable expenses incurred by any person identified in this Section.6.1. who is a party to any proceeding in advance of final disposition of the proceeding to the extent permitted under the laws of the State of Colorado.

**Section 6.3      Compensation; Expense Reimbursement:** Elders, deacons, and trustees shall not receive compensation for their services; however, they shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any non-officer capacity, and they shall be entitled to reimbursement for expenses they incur on behalf of the Corporation consistent with guidelines for the deductibility of such expenses published from time to time in accordance with the Internal Revenue Code of 1986, as amended, or any successor law.

**ARTICLE VII  
AMENDMENT OF BYLAWS**

Provisions of these Bylaws may be amended at a meeting of the covenant partners. A majority vote shall be Sufficient to change these bylaws.

of its Session members or corporate officers shall be deemed not to be a loan prohibited by this Section 6.2.

Section 6.3      **Compensation; Expense Reimbursement.** Elders, deacons, and trustees shall not receive compensation for their services; however, they shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any non-officer capacity, and they shall be entitled to reimbursement for expenses they incur on behalf of the Corporation consistent with guidelines for the deductibility of such expenses published from time to time in accordance with the Internal Revenue Code of 1986, as amended, or any successor law.

Section 6.4      **Resignation.** Any officer may resign at any time by giving written notice to the Clerk of Session and/or Moderator of the Session. An officer's resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by the Session in the exercise of its reasonable discretion or by a federal or Colorado State court having appropriate subject matter and personal jurisdiction.

**ARTICLE VII  
AMENDMENT OF CONSTITUTION AND BYLAWS**

Section 7.1      **Constitution.** The Constitution may be amended only as set forth in the Polity.

Section 7.2      **Amendment to Bylaws.** Provisions of these Bylaws may be amended at a meeting of the covenant partners upon the recommendation of the Session.

**APPROVED AND DECLARED AS THE BYLAWS OF THE FIRST PRESBYTERIAN CHURCH  
OF BOULDER:**

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016

THE FIRST PRESBYTERIAN CHURCH OF BOULDER

By: Clerk of Session/Secretary \_\_\_\_\_

**APPROVED AND DECLARED AS THE BYLAWS OF THE FIRST PRESBYTERIAN  
CHURCH OF BOULDER:**

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2022

Grace Commons Church

By: Clerk of Session \_\_\_\_\_