

Summary of Proposed Changes to FPCRO Bylaws (September 2022)

1. FPCRO currently has separate bylaws for the congregation and the corporation. However, this format makes less sense after the Session and trustees were combined into a single board, with elders fulfilling the responsibilities formerly performed by trustees. The two bylaw format was cumbersome and at times confusing. The proposed new bylaws consist of a single document for both the corporation and the congregation. Common provisions are stated only once. Provisions specific to the corporation are contained in Article Four. Language and terms from the prior bylaws were used whenever possible to promote continuity.
2. The way in which the dates of the annual meeting and the meeting to elect officers are set is changed. The bylaws previously provided that those meetings would be on the fourth Sunday in September and the third Sunday in May. The new bylaws retains those dates but allows flexibility by providing that Session may set different dates between the second Sunday in September and the first Sunday in October for the Annual Meeting and the first Sunday in May and the first Sunday in June (not including Memorial Day weekend) for the meeting to elect officers.
3. The new bylaws reduce the size of Session from 15 members to 12, with 4 elected each year for three year terms. It also provides for the election of a youth elder for a one year term. The new bylaws also indicate that elders currently serving at the time the board's size is reduced shall serve out the remainder of their terms.

**COMBINED BYLAWS OF THE
CONGREGATION AND THE CORPORATION
of First Presbyterian Church of Royal Oak**

These bylaws are effective upon their approval by the Congregation and the Corporation of the First Presbyterian Church of Royal Oak and replace the bylaws of either body previously adopted.

ARTICLE ONE – Membership

All active members of First Presbyterian Church of Royal Oak in good standing , according to the rolls of members as prepared by the Session, shall be eligible to vote on all actions of the Congregation, and all such members who are at least eighteen (18) years of age shall be eligible to vote on actions of the Corporation.

ARTICLE TWO – Meetings

1. Both ecclesiastical and corporate business may be conducted at the same congregational meeting.
2. There shall be held two regular annual meetings of the Congregation and the Corporation of First Presbyterian Church of Royal Oak, as follows:
 - a. The Combined Annual Meeting shall be held
 - A. On the fourth Sunday of September of each year following the last regular church service to conduct all business appropriately brought before the congregation; or
 - B. On such other Sunday from the second Sunday in September through the first Sunday in October, as called by Session and with notice given as provided for special meetings as stated in these bylaws.
 - b. The Combined Annual Election of officers shall be held:
 - A. On the third Sunday of May of each year following the last regular church service to elect officers for the ensuing term; or
 - B. On such other Sunday from the first Sunday in May through the first Sunday in June (except Memorial Day weekend), as called by Session and with notice given as provided for special meetings as stated in these bylaws.
 - c. Notices of all regular meetings shall (1) be read from the pulpit on the two Sundays immediately preceding the meeting (inclusive of the date of the meeting); (2) shall be published in the worship bulletins for the same Sundays; and (3) shall be sent to members online for at least two weeks prior to the meeting.
3. Special meetings may be called by the Session, by the Presbytery, or by the Session when requested in writing by one fourth of the active members on the membership roll of the congregation.
 - a. Notices of all regular and special meetings shall (1) be announced from the pulpit on the two Sundays immediately preceding the meeting (inclusive of the

date of the meeting); (2) shall be published in the worship bulletins for the same Sundays; and (3) shall be sent to members online for at least two weeks prior to the meeting.

- b. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting.
4. Ten (10%) percent of the congregation, as certified by the Moderator, shall constitute a quorum of all regular or special meetings.
5. The installed pastor shall ordinarily moderate all meetings. If it is impractical for the pastor to preside, he or she shall invite another teaching elder who is a member of the presbytery or person authorized by the presbytery to serve as moderator. If there is no installed pastor, or the installed pastor is unable to moderate or name another moderator, the presbytery shall make a provision for a moderator. If the meeting is a special meeting called solely to act on matters specific to the corporation, the president of the corporation shall preside in the absence of an installed pastor or if the pastor determines it is impractical to preside at all or part of such meeting.
6. The clerk of session shall serve as secretary for all meetings. If the clerk of session is unable to serve, the congregation shall elect a secretary for that meeting. The secretary shall record the actions taken at the meeting in the minutes of the meeting.
7. Meetings may be held in person or by electronic means, including videoconferencing or telephonic conference call. The manner of meeting shall be determined by the Moderator or the Session (when the meeting is called by the Session) and access information shall be included in all meeting notices.
8. All meetings of the Congregation shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised, except when it is in contradiction of these bylaws or the Book of Order.

ARTICLE THREE – Ruling Elders and Deacons

1. The Session of this church shall consist of not less than twelve (12) ruling elders, four (4) to be elected each year in the manner provided in these bylaws to serve for a period of three years. Elders are eligible for renomination and election, but no elder shall be eligible to serve more than six consecutive years and shall be ineligible for reelection to the same board for at least one year following the end of their second consecutive term.
2. The Session may also include one (1) youth elder, such elder being a high school student or equivalent, who shall serve a one year term. The youth elder shall be nominated by the nominating committee and elected by the congregation.
3. The Board of Deacons shall consist of twelve (12) deacons, four (4) to be elected at the annual meeting each year to serve for a period of three years and may be eligible for reelection according to congregational rule. However, no deacon shall be eligible to serve more than six consecutive years shall be ineligible for reelection to the same board for at least one year.
4. Ruling elders and deacons shall be nominated by a nominating committee and elected by the congregation, as provided in the Book of Order.
5. When elections are held, full opportunity shall be given to the congregation for nomination from the floor of the meeting by any active member of the congregation.

6. In the event a ruling elder or deacon resigns or is otherwise unable to complete their term of office, the nominating committee shall nominate a new candidate to serve the remainder of the vacated term and shall ask Session to call a special meeting of the congregation to consider the election of that candidate. Session may, in its discretion, call a special meeting as provided in these bylaws or submit the nomination to the congregation at the congregation's next regular meeting.
7. Any ruling elders or deacons in active service on their respective boards at the time the size of such boards is reduced shall serve the remainder of their terms, so long as they are eligible to do so as provided in the Book or Order.
8. Once ordained and while they are active members of any congregation of this denomination, ruling elders or deacons not in active service on a session or board of deacons continue to bear the responsibilities of the ministry to which they have been ordained in accordance with the Book of Order and the Rules of Discipline.

ARTICLE FOUR – Matters Specific to the Corporation

1. **NAME:** The name assumed by this Corporation, and by which it shall be known in law, is First Presbyterian Church of Royal Oak.
2. **LOCATION:** The location of said church shall be in the city of Royal Oak, in the County of Oakland, in the State of Michigan.
3. **MEMBERSHIP:** Only persons eligible for membership in the congregation shall be eligible to be members of the corporation and to be elected to the trustees.
4. **OFFICERS**
 - a. The members of the Board of Trustees shall be the same persons as the members of the Session which shall hereinafter be referred to as the "Session." They shall serve as trustees of the corporation by virtue of their election as elders, occupying the same classes and lengths of terms; with the same provisions governing their reelection, and subject to the same rules and regulations regarding their responsibilities, conduct, and terms of office.
 - b. The Session shall not later than its first meeting of each fiscal year elect a President of the Board of Trustees who shall be the Chair of the Finance and Investment Committee of the Session, and to elect a Vice President. The Clerk of Session shall be elected as Secretary of the Board of Trustees. The Session shall also appoint a Church Treasurer and such Assistant Treasurers as it deems necessary, who will be active members of the congregation, but need not be members of the Session.
 - c. When Session deals with corporate issues, Elders under the age of 18 may have voice but not vote.

ARTICLE FIVE – Fiscal Year

The fiscal year of First Presbyterian Church of Royal Oak shall begin on August 1 and end on July 30.

ARTICLE SIX – Amendments

These bylaws may be by the congregation at any annual meeting, or at a special meeting called pursuant to these by-laws, by a two-thirds (2/3rd) vote of the quorum,

written notice of such intended amendment having been given in the church bulletin at least two weeks prior to said meeting.

ARTICLE SEVEN – Integration and conflicts

1. These By-Laws supersede and replace any preceding by-laws or constitutions previously adopted by the First Presbyterian Church of Royal Oak.
2. Nothing in these By-Laws shall be deemed to conflict with the laws of the State of Michigan or the Book of Order of the Presbyterian Church (U.S.A.), as hereby constituted or from time to time amended, except as permitted therein.