

THE NEW YORK AVENUE PRESBYTERIAN CHURCH  
Washington, D.C.

BYLAWS

Restated by the Congregation, June 3, 1984,  
As Approved by the Session, May 8, 1984  
And Amended by the Congregation, September 16, 1990,  
January 27, 1991, September 24, 1995, and October 28, 2001  
as Approved by the Session June 12, 1990, And Amended by the Congregation,  
December 11, 1990, August 29, 1995, October 9, 2001, February 22, 2009, March 28,  
2010, October 24, 2010, December 22, 2019, and June 13, 2021

ARTICLE I  
Governance

The New York Avenue Presbyterian Church (hereinafter referred to as Church) is governed by the Constitution of the Presbyterian Church (U.S.A.), which consists of the Book of Order and the Book of Confessions, (hereinafter referred to as Constitution). The Church is connected with and subject to the National Capital Presbytery and that body's higher governing bodies. It is a nonprofit corporation organized under the laws of the District of Columbia.

ARTICLE II  
Offices

1. The Church's principal office and place of worship is located at 1313 New York Avenue, N.W., Washington, D.C. 20005.
2. Other offices of the Church may be established by the Session at any other place. The Church may conduct or sponsor activities throughout the world, alone or in conjunction with other groups.

ARTICLE III  
The Congregation

1. Persons may become members of the Church by profession of faith or reaffirmation of faith in Jesus Christ, or transfer of certificate from another church, as provided in the Constitution.
2. Persons of all racial and ethnic groups, different ages, ~~both sexes~~ *gendered and nonbinary*, various disabilities, diverse geographical areas, and different theological positions consistent with the Reformed tradition are encouraged to become members of the Church and to participate fully in all aspects of it.
3. Each year the Congregation shall hold an Annual Meeting in two parts. Part I shall be held before December 31 for the primary purpose of electing officers of

the Church. Part II shall be held before February 15 to receive reports from officers and organizations within the Church as well as to receive the Church's annual budget. These meetings shall be held at the principal office of the Church or at such other place as shall be determined by the Session, or via Zoom or other online technology. Minutes of Congregational Meetings will be approved at the next Annual Meeting (either Part I or Part II).

4. Special meetings of the Congregation may be called by the Session and shall be called by the Session upon the written request of one-fourth of the active membership or upon authoritative direction of the Presbytery. All such calls shall state clearly the purpose of such meeting, and no other matter may be brought before the meeting.

5. Public notice of the time, place and purpose of all meetings of the Congregation shall be published in the Church bulletin and publicly announced at all services of worship conducted at the Church on the two successive Sundays next preceding the day of such meeting.

6. When the Congregation meets pertaining to its affairs as a corporation, the President of the Board of Trustees shall convene the meeting and serve as presiding officer. The Secretary of the Board of Trustees shall serve as secretary of such meetings. In the absence of either of them, the Board of Trustees may designate a substitute presiding officer or secretary from among its membership. Failing such a substitute designation, the Congregation shall elect a presiding officer or secretary, as the case may be, or both, if necessary.

7. When the Congregation meets as an ecclesiastical body, the Moderator of the Session and the Clerk of the Session shall serve respectively as presiding officer and secretary of the meeting. If it is impracticable for the Moderator of the Session to preside, he or she shall invite, with the concurrence of the Session, another minister of the Church or the Presbytery to preside. If the Clerk is unable to serve, the congregation shall elect a secretary.

8. The parliamentary authority governing all meetings of the Congregation shall be the Constitution, to the extent applicable, the General Rules adopted by the General Assembly of the Presbyterian Church (U.S.A.) and, where those rules are silent, the most recent edition of Robert's Rules of Order shall apply.

9. Only active members of the Church shall be permitted to vote at meetings of the Church Congregation. Voting may be physical by those present, or electronically by those participating through online technology. Voting by proxy is not allowed. A quorum shall consist of one-tenth of the eligible voters. Upon the affirmative vote of a majority of voters, or the greater number required by these Bylaws or the Constitution in specific instances, a proposal shall become an action of the Congregation.

10. The Congregation shall elect Elders, Diaconal Ministers and Trustees to fill any vacancy in any of such offices.

11. The Board of Trustees annually shall make a full report of the affairs of the Congregation, including the financial condition of the Congregation. The Session and Board of Diaconal Ministers shall also present to the Congregation full and complete reports of their respective activities during the preceding year. All other organizations of the Church shall present their annual reports in such manner as may be determined by the Session.

12. When persons have been elected to the office of Elder or Deacon, the Session shall confer with them as to their willingness to undertake the office. After a period of study and preparation, the Session shall examine them as to their personal faith, knowledge of the doctrine, government, and discipline contained in the Constitution of the Church, and the duties of the office. Following the examination, the Session shall appoint a day for the service of ordination and installation. The Session may delegate any of its responsibilities under this paragraph to a committee of its members.

#### ARTICLE IV Ministers of the Word and Sacrament

1. In accordance with the procedures of the Constitution, the Church shall call a minister, who shall serve as Moderator of the Session, and may call such other ministers and parish associates as are needed to carry out the mission of the Church.

2. The ministers of the Word are responsible for studying, teaching and preaching the Word, administering Baptism and the Lord's Supper, and praying with and for the congregation. With the Elders, the ministers are to encourage the people in worship and service of God, exercise pastoral care, and participate in leadership of the congregation. With the Diaconal Ministers, the ministers are to share in the ministries of sympathy, witness, and service. The ministers are members of the Presbytery and have responsibility for sharing in the ministry of the Church's governing bodies.

#### ARTICLE V Elders

1. The Session shall consist of fifteen Ruling Elders elected by the congregation and ordained to such office. The term of office of five Elders shall expire each year, and each year five Elders shall be elected to serve for a term of three years.

2. The Session shall elect for a stated term a clerk, who shall be an active or inactive Elder, to keep minutes of all meetings of the Session and all other church records other than financial records. It shall also elect for a stated term a treasurer who shall be responsible for the various funds of the Church other than funds the jurisdiction

of which the Session or these Bylaws have delegated to other Church Boards and organizations.

3. The Session is responsible for the mission and government of the Church. Its duties and responsibilities include receiving and instructing new members and removing members from the rolls as appropriate; leading the congregation in mission, providing for worship, including the music program; providing for Christian Education; encouraging stewardship; supervising the work of other Church boards; and maintaining a regular and continuing relationship with the higher governing bodies of the Presbyterian Church (U.S.A.). The Session also determines the uses to which the real and personal property of the Church may be put.

4. The Session may from time to time establish committees to facilitate the work of the Session. It shall stipulate the duties and authority of said committees. Unless otherwise directed by the Session, membership of the Session Committees shall include at least one Elder who may or may not serve as chair. The chair of any Session Committee will be an active member. *Session* Committees may invite other persons to participate in their work and deliberations. All actions of these committees shall periodically be reported to the Session.

5. The Session shall meet monthly on the second Tuesday, but may cancel or change the time of the meeting by a majority vote. The Moderator may call a special meeting of the Session when he, she or they judges it necessary and shall do so when requested in writing by any two members of the Session; written notice shall be given at least five days in advance of said meeting, and said notice shall stipulate the sole business to be conducted. A quorum of the Session shall be [~~eleven~~] *eight* Elders, and actions are to be approved by a majority of those voting.

6. A joint meeting of the Session and Boards of *Trustees, and* [~~Deacons~~] *Diaconal Ministers* shall be held at least annually to confer on *the church budget and other matters* of common interest, with the Moderator of the Session presiding.

## ARTICLE VI Board of Diaconal Ministers

1. The Board of Diaconal Ministers shall consist of twenty-one persons elected by the Congregation and ordained to the office of Deacon. The term of office of seven Diaconal Ministers shall expire each year, and each year seven Diaconal Ministers shall be elected for a term of three years.

2. In addition to other responsibilities and authority delegated to them from time to time by the Session, the Diaconal Ministers shall arrange for regular visitation of members who are hospital or home-bound and anyone who is in need of special attention. They shall work in coordination with the ministers of the Church and Session in a ministry of compassion, witness, and service, sharing in visitation and care.

3. The Board of Diaconal Ministers may from time to time establish committees to facilitate the work of the Board of Diaconal Ministers. It shall stipulate the duties and authority of said committees. Unless otherwise directed by the Board of Diaconal Ministers, membership of the Board of Diaconal Ministers committees shall be limited to members of the Board of Diaconal Ministers, but any such committees may invite other persons to participate in their work and deliberations. All actions of these committees shall periodically be reported to the Board of Diaconal Ministers.

## ARTICLE VII Board of Trustees

1. The Board of Trustees shall consist of nine persons elected by the Congregation. The term of office of three Trustees shall expire each year, and each year three Trustees shall be elected for a term of three years.

2. The Board of Trustees shall, subject to the authority of the Session, be responsible for the management of the corporate affairs of the Church. As part of that responsibility, it shall receive, hold, safeguard, and manage property, real or personal, for the Church. It shall have charge of the receipt, custody, and expenditure of the monies of the Church, in accordance with the budget, or amendments thereto, approved from time to time by the Congregation and the Session as set forth in Article XII.1 of these Bylaws or, in the case of non-budget designated funds, in accordance with the instructions of the organizations of the Church which are responsible for their use. It shall manage special funds established to further the purposes of the Church. It shall have the sole authority to execute contracts obligating the Church under the civil law.

3. The Board of Trustees may from time to time establish committees of its members to facilitate the work of the Board of Trustees. It shall stipulate the duties and authority of said committees. Unless otherwise directed by the Board of Trustees, membership of the Board of Trustees Committees shall be limited to Board of Trustees members, but any such committees may invite other persons to participate in their work and deliberations. All actions of these committees shall periodically be reported to the Board of Trustees.

## ARTICLE VIII Board Membership

1. Nomination of all Church officers, except ministers, shall be made by the Congregation's Nominating Committee. The Nominating Committee shall consist of seven members who shall be chosen annually. The Session shall choose one of its members and the Board of Trustees, and board of Diaconal Ministers shall each designate one of its respective members to serve on the Committee. The remainder of the Committee, in sufficient number to constitute a majority thereof, shall be elected by the Congregation or by such organization within the Church as the

Congregation may designate. None of the Congregation's choices may be currently active Trustees, Elders, or Diaconal Ministers. The Moderator of the Nominating Committee shall be an Elder. The minister shall be an ex officio member of the Committee without vote. No person may serve on the Nominating Committee for more than three consecutive years.

2. Full opportunity shall always be accorded for additional nominations for any office except minister from the floor during meetings of the Congregation.

3. Only active members of the Church may serve as officers of the Church other than ministers. The Nominating Committee shall nominate church members who fairly comprise a cross-section of the Congregation in terms of age, gender and race to serve as officers other than ministers.

4. No member may serve in any particular office other than ministers for more than two consecutive full terms unless one year has intervened between terms. Inactive officers remain ordained and retain all other rights and privileges of their offices such as service on Committees of Presbytery.

5. Absence of an active Elder, Diaconal Ministers, or Trustee from three consecutive meetings of his or her Board without reasonable cause shall be deemed to constitute resignation from that Board.

6. Vacancies on the Session, the Board of Diaconal Ministers or the Board of Trustees may be filled at a special meeting of the Congregation or at the annual meeting, as the Session may determine.

#### ARTICLE IX Church Council

The members of the Session, Board of Trustees, and Board of Diaconal Ministers may convene on their own motion from time to time, or upon call of any Board of the Church or of the Moderator of the Session, to consider as a Church Council matters of the Church and Congregation upon which conference may be desired. The Church Council shall have no power other than the power to advise and consult.

#### ARTICLE X Seal

1. The Church shall have a corporate seal which shall have inscribed thereon the name of the Church, the year of its organization, and the words "Corporate Seal, District of Columbia." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

2. The seal shall be in the custody or subject to the control of the Clerk of Session or the Secretary of the Board of Trustees.

ARTICLE XI  
Finance and Audit

1. The Session shall establish a process, involving the Session, the Board of Trustees, and the Board of Diaconal Ministers, to prepare annually for approval of the Session, then consideration and action by a meeting of the Congregation pertaining to its affairs as a corporation, a proposed budget for the ensuing year, stating the amount proposed to be spent for each item connected with the current expenses and benevolences of the Church or for meeting other Church financial obligations. The budget, after approval by the Session and presentation to the Congregation, may be amended by the Session, following a process involving the same three boards, during the course of the year in light of any changed circumstances.

2. All accounts and financial records of the Church and organizations of the Church shall undergo a full financial review or an audit once each year by a certified public accountant or a public accounting firm. No reviewer or auditor shall be related to the chief financial officer or to any treasurer of any organization whose financial records are being audited.

ARTICLE XII  
Bylaw Amendments

These Bylaws may be amended or suspended in whole or in part at any annual meeting or special meeting of the Congregation by a vote of two-thirds of all votes cast, provided that (1) the Session shall first have reviewed the proposed action and recommended either approval or disapproval thereof and (2) notice of the proposed amendment or suspension of these Bylaws and the Session's action with respect thereto shall be given to the Congregation in writing; such notice shall be included in the notice of the meeting at which the proposed amendment or suspension of the Bylaws shall be presented to the Congregation for its consideration.