

At the Session retreat in October 2023, it was agreed that CPC's bylaws should be updated. Connie Kearney volunteered to lead the project. Starting in November 2023, Erin Lambley, Bill Wheeler, Jody Brown, Pastor Matt Overton, and Connie Kearney met 8 or 9 times to draft a bylaws' revision that truly represents CPC's structure and governance. With Erin's legal knowledge of nonprofit corporate law and Bill's experience as Clerk of Session and his knowledge of the Book of Order, the team worked well to create this proposed updated version of Columbia Presbyterian Church's bylaws.

The proposed new bylaws document, which merges the "old" bylaws (which are two separate documents: Congregation bylaws and Corporation bylaws) are attached here. This packet may also be found on our website, along with the 2024 Annual Report.

Session has reviewed and approved these new bylaws and respectfully requests congregational approval. We encourage everyone to review the new bylaws prior to CPC's annual congregational meeting on Sunday, February 9, where we will respectfully bring this document forward to the congregation for approval.

A handwritten signature in black ink, appearing to read "Matt Overton". The signature is fluid and cursive, with the first name "Matt" written in a more compact, blocky style and the last name "Overton" in a more flowing, cursive script.

Matt Overton, Moderator of Session

PROPOSED DOCUMENT:

BYLAWS

COLUMBIA PRESBYTERIAN CHURCH

ARTICLE I: NAME AND LOCATION

1. The name of this organization is Columbia Presbyterian Church ("Church"), a nonprofit Corporation organized under the laws of the State of Washington and part of the Presbytery of the Cascades and the Presbyterian Church (U.S.A.).
2. The principal office of the Church is 8715 St. Helens Avenue, Vancouver, Washington 98664.

ARTICLE II: MISSION

The Church's mission is to encourage each person to encounter God, to enter into a life-changing relationship with Jesus, and to allow the Holy Spirit to guide your place in God's work.

ARTICLE III: MEMBERS OF THE CHURCH

The members of the Church shall be baptized Church members and affiliate Church members as defined by the Constitution of the Presbyterian Church (U.S.A.) ("Constitution"). All the members collectively are the Congregation. Members may take part in meetings of the Congregation and are eligible to be nominated for the office of Ruling Elder, Deacon, or Trustee. Members may serve on groups pursuant to Article XII.

ARTICLE IV: CONGREGATIONAL MEETINGS

1. All meetings shall be held in accordance with the Constitution and constitute a meeting of the Corporation.
2. The Head of Staff shall be the Moderator of all Congregational meetings unless an alternate Moderator is designated.
3. An annual meeting of the Congregation shall be held on a date specified by Session, no later than three (3) months from the beginning of the calendar year. Special meetings may be called by the Session with the purpose of the meeting clearly stated in the meeting notice.
4. Notice of the time, place, and purpose of all meetings of the Congregation shall be given at each worship service on the two Sundays preceding the meeting and provided in the Church newsletter at least ten days before the meeting, unless determined by the Session that an emergency exists that requires an earlier meeting with reasonable notice given.
5. A quorum of ten percent (10%) of the members of the Congregation must be present at any Congregation meeting.
6. The Clerk of Session shall be Secretary of the meetings.
7. Proxy voting is not permitted.

ARTICLE V: ELDERS AND SESSION

1. The Session will consist of all installed Teaching Elders, also called pastors, and no more than seventeen (17) Ruling Elders, divided into three (3) approximately equal classes. One class will be elected each year at a Congregational meeting for a three-year term. Newly elected Ruling Elders shall be installed and ordained, and continuing ordained Elders installed in time to begin their

term on the second Sunday of May. No Elder may serve more than six (6) consecutive years but shall be eligible to be reelected to a new term after one year has elapsed. A vacancy shall be filled for an unexpired term at the next annual or special Congregational meeting.

2. Session shall lead and govern the Church in accordance with the Constitution and has the responsibility and power to:
 - a. Provide that the Word of God may be truly preached and heard,
 - b. Provide that the Sacraments may be rightly administered and received, and
 - c. Nurture the covenant community of disciples of Christ.
3. Meetings shall be conducted in accordance with the Constitution, and when it does not apply, according to Robert's Rules of Order, as amended.
4. Session shall meet no less frequently than every two months.
5. A quorum shall consist of nine Ruling Elders.
6. Session shall elect a Ruling Elder, who need not be a current member of Session, as Clerk of Session who shall serve such term as the Session determines. The Clerk will record the transactions of the Session, keep the roles of membership, maintain any required registers, and serve as secretary for all Congregational meetings.
7. When a vacancy in a pastoral position occurs, with permission of the Presbytery, Session shall call a Congregational meeting to elect a pastor nominating committee.
8. Session shall adopt an annual budget and determine the distribution of the Congregation's benevolences and provide reasonable information to the Congregation.
9. Session shall annually appoint a treasurer who need not be a member of Session, whose supervision is delegated to the Trustees.
10. The Head of Staff shall be the Moderator for all meetings, and Session shall not meet without the Head of Staff or designated moderator.
11. The Moderator shall appoint no less than three (3) Ruling Elders who shall be empowered to examine and receive new members on behalf of Session.
12. Session shall have the power directly or indirectly, alone or in conjunction or cooperation with others, to perform any lawful act that may be necessary or desirable to carry out the Church's mission and to assist other organizations, corporations, or persons, whose activities further accomplish, foster, or attain the Church's mission.

ARTICLE VI: BOARD OF DEACONS

1. The Board of Deacons shall consist of no more than thirty (30) Deacons divided into approximately three equal classes. Once class will be elected each year at a Congregational meeting for a three-year term. No Deacon may serve more than six (6) consecutive years but shall be eligible to be reelected to a new term after one year has elapsed. A vacancy shall be filled for the unexpired term at the next annual or special Congregational meeting.
2. The Board of Deacons shall select from among its membership a moderator and secretary and establish such committees as it deems necessary to perform its duties.
3. A quorum shall consist of ten (10) Deacons.
4. The Board of Deacons shall meet as needed but no less frequently than four (4) times a year or at the call of the Moderator or two Deacons.
5. The Head of Staff or his/her designee shall be an ex-officio, non-voting member.
6. The Board of Deacons serves under the supervision and authority of Session.

7. The duties of the Board of Deacons include, but are not limited to, caring for members in need, assisting with the Lord's Supper and memorial services, and collecting and disbursing monies to specific persons or causes.

ARTICLE VII: NOMINATION AND ELECTION OF RULING ELDERS AND DEACONS

1. A Congregational Nominating Committee comprised of two members designated by Session, one of whom shall be named Chair; two members designated by the Board of Deacons, and no fewer than three (3) and no more than five (5) active members who are widely representative of the Congregation and who are not currently members of Session or the Board of Deacons shall be formed annually.
2. The Congregational members shall be elected at the annual Congregational meeting or at a special meeting called for the purpose of electing the members.
3. The Nominating Committee shall serve for one year beginning on the second Sunday of May. No member may serve more than three (3) consecutive years.
4. The Head of Staff shall be an ex officio and nonvoting member.
5. Additional nominations at the Congregational meeting may be made from the floor by a member.

ARTICLE VIII: ELECTRONIC PARTICIPATION AND NOTICE

All Session, Board of Deacons, Trustee, and Congregation meetings may be in person, electronically, or a combination. This applies to any team, committee, or other group created according to Article XII. All notices, agendas, minutes, and other documents may be delivered electronically unless a member specifically requests mailing via U.S. postal service.

Any action or decision by Session without a meeting requires unanimous consent which may be written or electronic or a combination.

ARTICLE IX: BOARD OF TRUSTEES

1. The Trustees serve as the officers of the Church and Corporation.
2. The Board of Trustees consists of three Ruling Elders who are nominated by the Nominating Committee for a three-year term. One Trustee shall be elected each year at a Congregational meeting, whose term begins on the second Sunday of May. No Trustee may serve more than six (6) consecutive years but shall be eligible to be reelected to a new term after one year has elapsed. A vacancy shall be filled for an unexpired term at the next annual Congregational meeting or special Congregational meeting.
3. The Trustees meet as needed but no less frequently than quarterly or upon the request of Session.
4. Trustees shall determine which of its members shall be President, Vice-President, and Secretary, and the Church treasurer shall be an ex officio, non-voting member.
5. The Head of Staff, or his/her designee shall be an ex officio, non-voting member.
6. The Trustees, with the approval of Session, shall be charged with the responsibility to ensure sound financial management and good stewardship of all Church resources and shall prepare an annual budget to submit to Session for its approval.
7. The Trustees shall manage and review the performance of all Church investments and report to Session no less frequently than quarterly a report on all financial matters.

8. The Trustees oversee Church maintenance and operations of all Church facilities.
9. The Trustees shall report their actions at each meeting of Session.
10. Unless included in the approved budget, the Trustees shall report any expenditure of reserves or unallocated revenue to Session.
11. When directed by the Session or Congregation, the Trustees are empowered to sign contracts and other legal documents on behalf of the Church and shall report all actions to Session at its next meeting.
12. No less frequently than annually the Trustees shall provide a financial report to the Congregation that summarizes the Church's financial performance.
13. The Trustees shall, not less often than every two (2) years supervise a financial review of the Church's financial books.

ARTICLE X: HEAD OF STAFF AND CALLED PASTORS

The senior ordained pastor and teaching elder shall be called the Head of Staff. The Head of Staff shall, with the concurrence of Session, employ and supervise such persons to further the Church's mission provided that such personnel expenses are included in the annual budget approved by Session. All called pastors are pastors nominated by a pastoral nominating committee and called by the Congregation.

ARTICLE XI: TERMS OF CALL

Session shall review annually the Head of Staff and all called pastors' terms of call and shall propose for Congregational action at a properly called Congregation meeting such changes as Session deems appropriate provided that the terms meet both the Presbytery's minimum requirements and IRS regulations.

ARTICLE XII: TEAMS, COMMITTEES, TASK FORCES, AND OTHER GROUPS

1. Session may create any ministry team, committee, either standing or special, commission, task force, or other similar group, as it deems necessary to accomplish the mission of the Church. The Clerk of Session shall maintain a current list of these groups and their members.
2. Such duties of each group will be prescribed in a separate Governance Manual.
3. Each group shall have as a member at least one Ruling Elder.
4. The Head of Staff or his or her designee shall be an ex officio, non-voting member.

ARTICLE XIII: FISCAL YEAR

The Church's fiscal year shall be the calendar year.

ARTICLE XIV: PRESBYTERIAN WOMEN

Presbyterian Women are governed by its own procedures and officers, including membership. Upon request, the group may use Church facilities and access Church communications such as the weekly newsletter. Presbyterian Women's finances are managed separately from those of the Church but are subject to audit upon Session request. Presbyterian Women will provide Session an annual report outlining their finances, and activities that year, and plans for the coming year.

ARTICLE XV: AMENDMENTS

These bylaws may be amended subject to the Articles of Incorporation of the Corporation, the laws of the State of Washington, and the Constitution at any annual or special meeting of the Congregation by a two-thirds vote of the members present, provided that, no less than two weeks prior to the Congregation meeting, a copy of the proposed changes are sent to all eligible members pursuant to Article VIII.

ARTICLE XVI: INDEMNIFICATION

The personal liability of the-Elders, Deacons, Trustees, employees, and members of any team, committee, or similar group established by Session shall be limited, and such parties shall be indemnified by the Church to the fullest extent permitted by law.

ARTICLE XVII: DISSOLUTION

The dissolution of the Church, including the Corporation, shall be in accordance with the Articles of Incorporation, Constitution, and laws of the State of Washington.

The adoption of these Bylaws replaces the Bylaws of the Corporation and the Bylaws of the Congregation.

Approved at a Congregation meeting on _____, 2025.

Clerk of the Session

BY-LAWS OF THE
CONGREGATION

COLUMBIA PRESBYTERIAN CHURCH - VANCOUVER, WASHINGTON

1. The Columbia Presbyterian Church of Vancouver, Washington, being a particular congregation of the Presbyterian Church (U.S.A.), recognizes that the Constitution of said Church is, in all of its provisions, obligatory upon it and its members.
2. There shall be an Annual Meeting of the Congregation in the Church edifice during the month of January or February, the time to be determined by the Session, for the transaction of any business properly coming before such meeting.
3. Special meetings may be called by the Session or the Presbytery. Such calls shall state clearly the purpose of such special meeting and no other matter save that specified in the call may be considered.
4. Public notice of the time, place and purpose of all meetings of the Congregation shall be printed in the Sunday worship bulletin and publicly announced in the worship services on two successive Sundays of which the second Sunday may be the day of the meeting.
5. The pastor shall preside. If the Church is vacant or if the pastor and the Elders agree that the subjects to be discussed require it, or if the pastor is ill or is otherwise unable to be present, a minister of Cascades Presbytery shall be invited by the Session to preside. This invitation shall be cleared through the Committee on Ministry of Cascades Presbytery.
6. The Clerk of Session shall be Secretary of the meetings of the Congregation. If unable to attend, the Session shall designate a Clerk pro tem in his or her stead.
7. All active members of whatever age in good standing shall be eligible to vote at Congregational Meetings.
8. Voting by proxy is not allowed.
9. Meetings shall be conducted in accordance with the Rules for judicatories adopted by the General Assembly of The Presbyterian Church (U.S.A.), so far as they apply, and when they do not apply, according to usual legislative rules of order.
10. All meetings shall be opened and closed with prayer.
11. A quorum shall consist of the Moderator, Secretary and ten percent of the membership, the number of which shall be determined by the Moderator or Clerk at the time of the meeting.
12. Elders: There shall be seventeen ruling Elders divided into three classes, two of six and one of five, one class of whom shall be installed and serve from the first Sunday in May, for a three-year term. No ruling Elder shall serve on the Session for consecutive terms, either full or partial, aggregating more than six years, but shall be ineligible to be elected to a new term until one year shall have elapsed.

Vacancies on the Session by reason of death or resignation shall be filled for the unexpired term at the next Congregational Meeting held for elections unless the Session decides by resolution to call a special Congregational Meeting for the purpose.

Nomination for Elders to fill vacancies on the Session, one for each vacancy, shall be made by the Nominating Committee. Additional nominations may be made from the floor by any eligible voter.

13. Deacons: There shall be thirty Deacons divided into three equal classes, one class of whom shall be installed and serve from the first Sunday in May, for a three-year term. No Deacon shall serve on the Board of Deacons for consecutive terms, either full or partial, aggregating more than six years, but shall be ineligible to be elected to a new term until one year shall have elapsed.

Vacancies on the Board of Deacons by reason of death or resignation shall be filled for the unexpired term at the next Congregational Meeting held for elections unless the Session decides by resolution to call a special Congregational Meeting for that purpose.

Nominations for Deacons to fill vacancies on the Board of Deacons, one for each vacancy, shall be made by the Nominating Committee. Additional nominations may be made from the floor by any eligible voter.

14. Elder-Trustees: Of the seventeen ruling Elders, three shall be nominated and elected as Elder-Trustees, divided into three equal classes. These three Elder-Trustees shall constitute the Board of Trustees.

Vacancies on the Board of Trustees by reason of death or resignation shall be filled for the unexpired term at the next Congregation/Corporation Meeting held for elections unless the Session decides by resolution to call a special Congregational Meeting for that purpose.

Nominations for Elder-Trustees to fill vacancies on the Board of Trustees, one for each vacancy, shall be made by the Nominating Committee. Additional nominations may be made from the floor by any eligible voter.

15. Nominating Committee: Nominations shall be made by a representative Nominating Committee of active members of the church. Not more than two members of this Committee shall be designated by and from the Session, one of whom shall be named by the Session as Chair. Two members of this Committee shall be designated by and from the Board of Deacons. Other members of the Committee at large, minimum of three and up to five in number (exclusive of the Pastor), shall be chosen by the Congregation and serve from the first Sunday in May for one year. The Nominating Committee of the previous year shall nominate members-at-large for the Nominating Committee to succeed it. The term limit for any Committee member shall be a maximum of three consecutive years. In addition, the Pastor shall be a member of this Committee ex-officio and without vote. The Nominating Committee shall be chosen annually. Full opportunity shall always be accorded for other nominations by an eligible voter. Nominees for all offices must be active members of the Church.

16. These By-laws may be amended subject to the charter of the Corporation, the laws of the State of Washington and the Constitution of the Presbyterian Church (U.S.A.) at any Annual Meeting of the Congregation/Corporation held for elections or at any special meeting by a two-thirds (2/3s) vote of the voters present provided that full reading of the proposed changes or a printed distribution of the same shall have been made in connection with the call of the meeting.

17. These By-laws or the charter of this Corporation may not be amended contrary to or so as not to include the provisions of the Constitution of the Presbyterian Church (U.S.A.).

BY-LAWS OF THE
CORPORATION

COLUMBIA PRESBYTERIAN CHURCH - VANCOUVER, WASHINGTON

1. The By-laws of the Columbia Presbyterian Church of Vancouver as a Corporation shall always be subject to the Constitution and laws of the State of Washington, and also to the Constitution of The Presbyterian Church (U.S.A.).
2. There shall be an Annual Meeting of the Corporation immediately following the adjournment of the Annual Ecclesiastical Meeting of the Congregation in January or February, for the transaction of any business properly coming before such meeting.
3. Special meetings may be called by the Elder-Trustees and shall be called by them at the request of the Session. Presbytery may call a special meeting or authoritatively direct the Elder-Trustees to do so. All such calls shall state clearly the purpose of such meeting, and no other matter save that specified in the call may be considered.
4. Public notice of the time, place and purpose of all meetings of the Corporation as prepared by the Elder-Trustees (or Presbytery) shall be printed in the Sunday worship bulletin and publicly announced in the worship services on two successive Sundays of which the second Sunday may be the day of the meeting.
5. The President of the Board of Trustees or another member of the Board designated by it shall convene meetings of the Corporation and shall preside unless by majority vote the Corporation shall elect another of its membership in his/her place.
6. The Secretary of the Board of Trustees shall be the Secretary of the meetings of the Corporation. In his/her inability to serve, the Board of Trustees shall designate a substitute.
7. Only active members of the Church shall be permitted to vote at meetings of the Church Corporation.
8. Voting by proxy is not allowed.
9. A quorum shall consist of ten percent of the membership, the number of which shall be determined by the President and Clerk together at the time of the meeting.
10. Elder-Trustees: There shall be three Elder-Trustees, divided into three equal classes, one class of whom shall be installed and serve from the first Sunday in May, for a three-year term. No Elder-Trustee shall serve on the Board of Trustees for consecutive terms, either full or partial, aggregating more than six years; but shall be ineligible to be elected to a new term until one year shall have elapsed.
11. No one shall be elected Elder-Trustee who is not an active member of mature faith in good standing of this Church.
12. Vacancies on the Board of Trustees by reason of death or resignation shall be filled for the unexpired term at the next Annual Corporation Meeting or next Congregation/Corporation Meeting held for elections, unless the Session decides by resolution to call a special Corporation Meeting for the purpose.
13. Nominations for Elder-Trustee to fill vacancies on the Board of Trustees, one for each vacancy, shall be made by the Nominating Committee. Additional nominations may be made from the floor by any eligible voter.

14. The duties of Elder-Trustees shall be those only delegated to them by the laws of the State of Washington, the Constitution of The Presbyterian Church (U.S.A.), The Session of this Church, and by formal actions of a meeting of this Corporation.
15. The Elder-Trustees shall have the right to designate for themselves which of their number shall be known as President, as Vice-President and as Secretary. They shall appoint a Church Treasurer and a Financial Secretary, who shall administer all church funds under the direction of the Session.
16. Any two of the three Elder-Trustees shall be empowered to sign official papers for the Congregation when directed by the Session or the Congregation.
17. The Elder-Trustees shall report annually to the Session and to the Corporation:
 - a. The receipts and payments for the previous year.
 - b. An estimate of expenses and income for the year ahead.
 - c. New business necessary to be undertaken for the welfare of the Congregation.
 - d. An exhibit of the real property, trust funds and other resources of the Congregation.
18. The books and accounts of the Elder-Trustees shall not be open to the inspection of members of the Corporation, but the Session shall at all times have access thereto.
19. These By-laws may be amended subject to the charter of the Corporation, the laws of the State of Washington and the Constitution of The Presbyterian Church (U.S.A.) at any Annual Meeting of the Congregation/Corporation, or at any special meeting by a two-thirds vote of the voters present, provided in the latter case that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the meeting. Corporation By-laws 1, 3, 5, 7, 8, 10, 11 are not subject to amendment because of the provisions of the Constitution of The Presbyterian Church (U.S.A.). Rule 2 may be amended only as to time and place.