

THIRD AMENDED AND RESTATED BYLAWS
OF THE
FIRST PRESBYTERIAN CHURCH OF SANTA FE

PREAMBLE

As authorized by the laws of the Presbyterian Church (U.S.A.), the Presbytery of Santa Fe, the State of New Mexico, the United States of America, and the provisions of the First Amended and Restated Articles of Incorporation of First Presbyterian Church of Santa Fe, these Third Amended and Restated Bylaws of the First Presbyterian Church of Santa Fe correctly set forth the provisions of the original revised bylaws dated September 30, 1953 (filed with New Mexico State Corporation Commission October 19, 1953), amended and restated bylaws dated October 16, 1977 (filed with New Mexico State Corporation Commission November 14, 1977), amended bylaws approved February 9, 1997 (not filed), second amended and restated bylaws dated January 1, 2004, and any and all other current approved amendments and additions; and they replace and supersede both the original and all prior amendments or restatements.

DEFINITIONS

When used in the First Amended and Restated Articles of Incorporation of the First Presbyterian Church of Santa Fe and these bylaws, the following words in The Constitution of the Presbyterian Church (U.S.A.), Part II, The Form of Government, Chapter Two, G-2.0301, Chapter Three, G-3.0201, and Chapter Four, G-4.0102 of the Book of Order 2011-2013 (B of O) are given the same meaning as these words in the New Mexico Nonprofit Act, Section 53-8-1, et seq., New Mexico Statutes Annotated 2003, (NMSA), which apply to nonprofit corporations:

	<u>B of O</u>	<u>NMSA</u>
1. "ruling elders" and "trustees"		"directors"
2. "trustees"		"corporate officers"
3. "session" and "council"		"board of directors"
4. "clerk of session"		"secretary"

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31

ARTICLE 1

NAME, STATUS, OFFICE AND SEAL

Section 1.1 – Name: The full legal name of the corporation is “First Presbyterian Church of Santa Fe.” In these bylaws “the Church” refers to the ecclesiastical entity, and “the Corporation” refers to the legal, nonprofit corporation.

Section 1.2 – Status/Purpose: The Corporation is a nonprofit benevolent, charitable and religious New Mexico corporate entity, which is in good standing and more fully described in Article 2 of its First Amended and Restated Articles of Incorporation dated and effective as of January 1, 2004.

Section 1.3 – Office/Address: The principal and registered office of the Corporation is located in the First Presbyterian Church of Santa Fe at 208 Grant Avenue, Santa Fe, Santa Fe County, New Mexico 87501; and the Corporation shall maintain no other offices in or outside the State of New Mexico.

The official mailing address of the Corporation is that of the First Presbyterian Church of Santa Fe; but it may obtain and use a post office box mailing address for any purpose deemed advisable.

Section 1.4 – Seal: The Corporation is authorized to, but elects not to have a corporate seal. The Church may have a separate seal.

ARTICLE 2

MEMBERS, CATEGORIES, CONGREGATION AND VOTING

Section 2.1 – Members and Categories: Membership in the Church includes those persons who are baptized, active, or affiliate members of the Church as described in the categories of membership in Part II, The Form of Government, Chapter One, G-1.04, of the Book of Order 2011-2013 .

Section 2.2 – Congregation: The congregation of the Church consists only of the members on its active roll.

Section 2.3 – Voting/Quorum: Only members of the congregation of the Church who are on its current, active roll are members of and entitled to vote on any matter of the Corporation. A quorum is not less than one tenth of the members entitled to vote.

1
2 ARTICLE 3

3 SESSION OF THE CHURCH – POWERS, SELECTION AND MEETINGS

4 Section 3.1 – General Powers: The business, financial and other affairs of the
5 Corporation shall be managed by the Session of the Church the members of which are
6 also the trustees. (For purposes of these bylaws, the term “elder” refers to ruling elders.)

7 Section 3.2 – Number, Qualifications and Tenure:

8 (A) The number of acting, current Elders shall not exceed twenty-one (21) active,
9 adult members of the congregation of the Church.

10 (B) No later than the last quarter of each calendar year, the congregation shall
11 elect the requisite number of Elders for a class term of three (3) calendar years
12 commencing on January 1 to fill the vacancies created by the expiration of the oldest
13 class term.

14 (C) An Elder may serve any number of full or partial class terms, but for one (1)
15 calendar year is ineligible for reelection after serving in two consecutive class terms. An
16 ineligible Elder may serve on a committee or as a Deacon.

17 Section 3.3 – Vacancies: A vacancy in the office of an Elder in a class term may
18 be filled for the remainder of the class term in the manner of nomination, election and
19 ordination of the other Elders in the class.

20 Section 3.4 – Meetings – Regular, Special and Emergency: Meetings shall be
21 conducted by a moderator as prescribed in Part II, The Form of Government, Chapter
22 Three, G-3.0203, of the Book of Order 2011-2013 .

23 (A) Regular meetings of the Session for the purpose of conducting the normal
24 business of the Church and the Corporation, making appointments or recommendations,
25 and other matters which may properly come before the meeting shall be scheduled to be
26 held at least quarterly at the first annual meeting of the Session. Neither the business to
27 be transacted at nor the purpose of any regular meeting of the Session need be stated in
28 the notice of or waiver of notice of the meeting.

29 (B) Special meetings of the Session may be requested in writing by the pastor or
30 associate pastor of the Church, any two (2) members of the Session, not less than ten (10)
31 active, adult members of the congregation or directed by the Presbytery of Santa Fe. On

1 receipt of the request or direction, the pastor shall call a special meeting of the Session to
2 be held not more than fourteen (14) calendar days after the receipt of the request. The
3 call of the special meeting of the Session shall state the purpose and fix the place and
4 time of the meeting.

5 (C) Notice of the annual or a special meeting of the Congregation, in the form of a
6 record, in a tangible medium, or in an electronic transmission, stating the place, day and
7 hour of the annual meeting and, in the case of a special meeting, the purpose or purposes
8 for which the meeting is called, shall be delivered not less than ten (10) calendar days and
9 on two (2) successive Sundays before the date of the meeting.

10 (D) An Elder or any interested person may waive notice of any meeting of the
11 Session.

12 (E) Attendance of an Elder or any interested person at any meeting of the Session
13 constitutes a waiver of notice of the meeting, except where the Elder or person attends the
14 meeting only for the express purpose of objecting to the transaction of any business
15 because the meeting was not lawfully called or convened.

16 Section 3.5 – Quorum – Regular and Special Purposes:

17 (A) For regular purposes a majority of the Elders then in office shall constitute a
18 quorum for the transaction of any business at any meeting of the Session; but if less than
19 a quorum is present at a meeting, a majority of those present may adjourn the meeting
20 from time to time without further notice. A quorum once attending at a meeting shall be
21 deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough
22 Elders to leave less than a quorum.

23 (B) For the special purpose of reception and dismissal of members, a quorum
24 shall consist of the moderator and two (2) members of the Session.

25 Section 3.6 – Manner of Acting: The act of the majority of the Elders present at a
26 meeting where a quorum is declared present shall be the act of the Session.

27 Section 3.7 – Removal of Elders: All Elders are subject to removal in accordance
28 with the provisions of Part II, The Form of Government, Chapter Two, G-2.0405, G-
29 2.0406, G-2.0407, of the Book of Order 2011-2013.

30 Section 3.8 – Resignation of Elders: An Elder may resign the office at any time.
31 Any resignation must be in writing, delivered to the pastor and may take effect at a future

1 specified date or immediately upon delivery without acceptance by the Corporation, the
2 Church or Session.

3 Section 3.9 – Presumption of Assent: An Elder who is present at a meeting of the
4 Session at which action on a matter of the Church is taken shall be presumed to have
5 assented to the action unless his dissent shall be entered on the minutes of the meeting
6 before adjournment or unless a written dissent to such action is filed with the person
7 acting as secretary of the meeting within twenty-four (24) hours after adjournment of the
8 meeting. The right to dissent shall not apply to an Elder who voted in favor of the action
9 or remained silent.

10 Section 3.10 – Written Consent: Any action required to be taken at a meeting of
11 the Session, or any action which may be taken by the Session or a committee, may be
12 taken without a meeting if a consent in writing setting out the action so taken is signed by
13 a majority of the Elders, or a majority of the committee members, as the case may be.
14 The consent shall have the same effect as a majority vote of the Session or the committee.

15 ARTICLE 4

16 BOARD OF DEACONS – POWERS, SELECTION AND MEETINGS

17 Section 4.1 – General Powers/Purposes: The Deacons primary power and
18 purpose is to minister to those in financial, physical and spiritual distress or need. The
19 Deacons will also assume and perform other duties assigned to them by the Session for
20 service to the congregation.

21 Section 4.2 – Number, Qualification, Tenure and Vacancies:

22 (A) The number of acting, current Deacons shall not exceed eighteen (18) active,
23 adult members of the congregation of the Church.

24 (B) For each calendar year the manner for electing and the tenure of a class term
25 for the requisite number of Deacons shall be the same as that prescribed for Elders in
26 Article 3, Sections 3.2 (B) and (C) of these bylaws. An ineligible Deacon may serve on a
27 committee or as a caregiver or Elder.

28 (C) Vacancies in the office of Deacon may be filled in the manner prescribed for
29 Elders in Article 3, Section 3.3 of these bylaws.

1 Section 4.3 – Meetings – Annual, Regular, Special and Emergency:

2 (A) Annually a meeting of the Deacons will be held with the Session to discuss
3 matters of common interest. The pastor or associate pastor may preside at the meeting.

4 (B) Regular meetings of the Deacons shall be held at least quarterly on such date
5 and at such place and time as they may from time to time select. Any business may be
6 conducted at the meetings. The pastor or associate pastor may preside as moderator at
7 the meeting.

8 (C) Special meetings of the Board of Deacons for special purposes may be
9 requested, announced and held in the same manner as those meetings described in Article
10 3.4, Section B of these bylaws.

11 (D) Emergency meetings of the Board of Deacons to deal with extraordinary
12 matters may be called, announced and held in the same manner as those meetings
13 described in Article 3.4, Section C of these bylaws.

14 Section 4.4 – Quorum: The Board of Deacons shall determine its quorum.

15 Section 4.5 – Removal and Resignation: All Deacons are subject to removal in
16 accordance with the provisions of Part II, The Form of Government, Chapter Two, G-
17 2.0407, of the Book of Order 2011-2013.

18 A Deacon may resign the office at any time; but the resignation must be in the
19 manner prescribed in Article 3, Section 3.8 of these bylaws.

20 ARTICLE 5

21 OFFICERS OF THE CORPORATION

22 Section 5.1 – Officers – Titles, Numbers and Compensation: The officers of the
23 Corporation shall be a president, vice president, secretary, treasurer and such other
24 officers and assistant officers as may be necessary and elected or designated by the
25 Session. The president, vice president, secretary and treasurer must be or have been
26 Elders. Only an officer who is employed by and maintains an office at the Church may
27 be paid compensation, and the compensation of all officers shall be fixed by the Session.

28 Section 5.2 – Duties of Officers:

29 (A) The president is the principal executive officer of the Corporation and chair
30 of the administrative committee; and, subject to the control of the Session, shall in
31 general supervise and control the business and financial affairs of the Corporation. In the

1 absence of the pastor, associate pastor or an ordained minister, the president shall preside
2 at meetings of the Session for corporate purposes. Except as otherwise provided by the
3 Session, these bylaws or required by law, the president shall execute all legal documents
4 and instruments on behalf of the Corporation with the secretary; and in general perform
5 all duties incident to the office and such others as may be prescribed by the Session.

6 (B) In the event of the absence, death, inability or refusal to act of the president,
7 the vice president shall perform the duties of the president; and when so acting shall have
8 all of the powers and be subject to all of the restrictions upon the president. The vice
9 president may also perform such duties as from time to time may be assigned by the
10 president or the Session.

11 (C) The secretary of the Corporation is the Clerk of the Session and shall perform
12 all duties prescribed in the Book of Order; and: (1) keep the records of membership; (2)
13 record the attendance at meetings of the congregation and Session; (3) send out required
14 notices of meetings; (4) record and preserve the minutes of meetings attended; (5) make
15 required reports to the Presbyterian Church (U.S.A.), the Presbytery of Santa Fe, the
16 Internal Revenue Service and the State of New Mexico; and (6) perform such other duties
17 as may be assigned or pertain to the office.

18 (D) The treasurer, or a business manager recommended by the treasurer,
19 approved by the Session and employed by the Corporation, shall give bond for the
20 faithful discharge of duties in such sum and with such surety or sureties as the Session
21 may require; and (1) receive and give receipt for monies or property received by or due
22 and payable to the Church; (2) quarterly, and at such other times as may be requested by
23 the Session, account for the receipt and distribution of funds of the Church; (3) keep a
24 record of and account for funds and securities of the Church; (4) perform such other
25 duties as may be assigned or pertain to the office; and (5) upon leaving office deliver
26 possession of all of the funds, securities, records and other property of the Church and the
27 Corporation to the successor treasurer or the president of the Corporation.

28 ARTICLE 6

29 CONTRACTS, LOANS, CHECKS AND DEPOSITS

30 Section 6.1 – Contracts: The Session in writing may authorize any officer or
31 officers, agent or agents to enter into any contract or execute and deliver any instrument

1 in the name of the Corporation or on behalf of the Church which will further the purpose
2 for which the Church was established and maintains its existence. Such authority may be
3 general or confined to specific instances.

4 Section 6.2 – Loans: No loans other than expenditures in the ordinary course of
5 business not to exceed \$1,000.00 shall be contracted on behalf of the Corporation or the
6 Church and no evidence of indebtedness shall be issued in the name of either unless it
7 will further the purpose for which the Church was established and maintains its existence
8 and be authorized by the Session and the congregation. Such authority may not be
9 general, but must be specific.

10 Section 6.3 – Checks, Drafts, etc.: All checks, drafts or other orders for the
11 payment of money, notes or other evidence of indebtedness issued in the name of the
12 Corporation or the Church must be signed by such officer or officers, agent or agents of
13 the Corporation or the Church and in such manner and with such limitations in amount as
14 shall from time to time be determined by resolution of the Session.

15 Section 6.4 – Deposits: All funds of the Corporation and the Church not
16 otherwise employed shall be deposited to the credit of the Corporation or the Church in
17 such banks, trust companies or other depositories as the Session may select. To the
18 extent possible all deposits shall be fully insured and bear interest.

19 ARTICLE 7

20 COMMISSIONS AND COMMITTEES

21 Section 7.1 – Commissions: The Session may only create and appoint persons to
22 an administrative commission for a specific purpose and require it to consider or
23 investigate a matter, keep a record of its findings and make recommendations all in
24 accordance with the provisions of Part II, The Form of Government, Chapter Three, G-
25 3.0109, of the Book of Order 2011-2013 .

26 Section 7.2 – Committees: The Session shall:

27 (A) At the request of its moderator, call a congregational meeting to elect a
28 committee for the purpose of nominating a minister for election as pastor;

29 (B) Continue, dissolve or establish any committees which may assist the
30 administration of the Corporation and the continuance of the Church; and

1 (C) Always maintain in its corporate records a current list of committees,
2 committee responsibility, suggested committee composition and serving committee
3 members.

4 Section 7.3 – Elder Assignments: Subject to approval of the Session and consent
5 to serve, the pastor shall appoint an Elder who, except as noted in Article 5, Section
6 5.2(A) of these bylaws, is not a current officer of the Corporation to serve as chair of one
7 or more of the committees.

8 Section 7.4 – Appointed Elder and Committee Responsibility:

9 (A) An appointed Elder and the moderator shall be responsible for securing, in
10 the number suggested by the Session, one or more members of the congregation or other
11 interested persons to serve on a committee.

12 (B) Each committee may be responsible for performing different functions for the
13 wellbeing and operation of the Corporation and the Church; and the responsibilities shall
14 be prescribed in writing and may be changed from time to time.

15 ARTICLE 8

16 BONDS, INDEMNITY AND INSURANCE

17 Section 8.1 – Bonds:

18 (A) All Deacons, Elders, officers of the Corporation or the Church, and members
19 of the congregation who have access to, are in charge of or control funds of the
20 Corporation or the Church may be required to give such surety bond as required by the
21 Session.

22 (B) The Corporation shall pay the cost or premium of all bonds which are
23 required and approved by the Session.

24 Section 8.2 – Indemnity: The Corporation shall indemnify and hold harmless any
25 person who is or was a Deacon, Elder, officer, employee or agent of the Corporation or
26 the Church against any and all expenses actually and necessarily incurred by such person
27 in connection with any action, suit or proceeding, civil or criminal, to which the person is
28 made a party by reason of holding or having held or served in such capacity, except in
29 relation to matters as to which the person is adjudged to be guilty of a crime or liable for
30 negligence or misconduct in the performance of duty to or for the Corporation or the
31 Church.

1 Section 8.3 – Insurance: The Corporation and the Church must purchase and
2 maintain insurance on behalf of any person who is or was a Deacon, Elder, officer,
3 employee or agent of the Corporation or the Church against any liability asserted against
4 such person and incurred in any such capacity, or arising out of the person’s status,
5 whether or not the Corporation or the Church would have the power to indemnify such
6 person against such liability under the provisions of Article 8, Section 8.2 of these
7 bylaws.

8 ARTICLE 9

9 ARBITRATION and MEDIATION

10 Section 9.1 – Church Dissents, Protests and Discipline/Limitation: All dissents,
11 protests and judicial process cases of the Church described in Part II, The Form of
12 Government, Chapter Three, G-3.0105, and Rules of Discipline, Chapter I, D-1.0103, of
13 the Book of Order 2011-2013 , may be subject to mediation but not arbitration.

14 Section 9.2 – Civil Actions, Claims and Disputes: All civil actions,
15 administrative procedures, claims and disputes involving Church operations, activities
16 and facilities by and between former or present members, Deacons, Elders, officers,
17 employees or agents of the Corporation or the Church which are not described in Section
18 9.1 or asserted by entities or persons who are not members of the Church shall be settled
19 by binding arbitration in accordance with applicable federal or New Mexico state laws.
20 Each party to the action, claim or dispute must appoint an arbitrator, and the two (2)
21 arbitrators shall select a third arbitrator to complete the arbitration panel. The parties
22 may agree to use only one person as the arbitration panel. The decision of the arbitration
23 panel shall be final and binding upon all parties to the arbitration proceeding, and the
24 decision may be entered as the judgment of a court in the manner provided by law.

25 Section 9.3 – Time Limitations: Arbitration proceedings must be commenced and
26 completed within one hundred eighty (180) days from the date the action, claim or
27 dispute arises, or it will be barred from civil prosecution by limitation.

28 ARTICLE 10

29 AMENDMENTS

1 Section 10.1 – Conformity: No amendment of these bylaws shall be made if it
2 conflicts with or is not permitted by other governing documents of the Church or the
3 higher laws described in the Preamble.

4 Section 10.2 – Procedure: These bylaws may be altered, amended or repealed, in
5 whole or part, or new bylaws adopted when approved by: (a) a majority of the Session;
6 and (b) not less than two-thirds of the voting members of the congregation of the Church
7 who are present at a regular or special meeting held for the purpose at least twenty (20)
8 days after the proposed changes were announced and made available in writing at the
9 Church to all members of the congregation.

10 ARTICLE 11

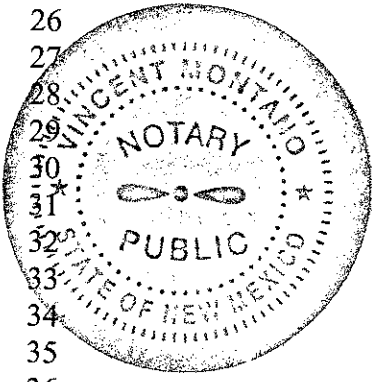
11 EFFECTIVE DATE

12 These Third Amended and Restated Bylaws of the First Presbyterian Church of
13 Santa Fe are executed in duplicate by the president and secretary of the corporation and
14 are EFFECTIVE AS OF January 1, 2013.

15 FIRST PRESBYTERIAN CHURCH OF SANTA FE

17 BY: Charles Schenck
18 CHARLES SCHENCK, PRESIDENT

21 Keytha Jones
22 KEYTHA JONES, SECRETARY



28 SUBSCRIBED AND SWORN TO BEFORE ME
29 THIS 29 DAY OF November, 2012
30 BY: [Signature]
31 NOTARY PUBLIC FOR THE STATE OF NEW MEXICO, COUNTY OF SANTA FE.
32 MY COMMISSION EXPIRES: June 8, 2015