

**BYLAWS
OF THE
FIRST PRESBYTERIAN CHURCH AND SOCIETY
OF
EVANSTON, ILLINOIS**

As Amended and Restated _____, 2022

ARTICLE I

NAME, SEAL AND CORPORATE IDENTIFICATION

SEC. 1. NAME AND ORGANIZATION. The name of this church is "**The First Presbyterian Church of Evanston, Illinois**" (hereinafter the "**Church**") which was organized as an ecclesiastical body and a particular church of the Presbytery of Chicago (hereinafter "**the Presbytery**") in 1868 and was incorporated under the laws of the State of Illinois as "The First Presbyterian Society of Evanston" on March 31, 1876, the same to exist perpetually (hereinafter the "**Society**.") For convenience, the Society and the Church are hereinafter sometimes jointly referred to as "**First Presbyterian Evanston**."

SEC. 2. ENROLLED IN PRESBYTERY. The Church was enrolled in the Presbytery, as recorded in the minutes of the Presbytery for 1868.

SEC. 3. PLACE FOR CONDUCTING AFFAIRS. The principal place for the conduct of the ecclesiastical and corporate and temporal affairs of First Presbyterian Evanston is at the Church premises, 1419-1427 Chicago Avenue, Evanston, Illinois 60201.

SEC. 4. CORPORATE SEAL. The corporate seal of the Society shall contain the following "First Presbyterian Society of Evanston" in the inner circle, and within the circle the words: "Corporate-Seal Illinois."

ARTICLE II

MEMBERS

The members of the Church shall constitute the "**Congregation**" and shall be those professed Christians, with their children until they are confirmed, who desiring to associate themselves with the Church, ask to become members of the Congregation and are accepted as such by the Session. The Session shall

welcome all persons who respond in trust and obedience to God's grace in Jesus Christ and desire to become part of the membership and ministry of the Church. No person shall be denied membership because of race, ethnic origin, financial status or condition, or any other reason not related to profession of faith. Each member should seek the grace of openness in extending the fellowship of Christ to all persons. A current roll of membership, including lists of Baptized Members, Active Members (hereinafter "**Active Members**") and Affiliate Members, as those terms are defined in the Constitution of the Presbyterian Church (U.S.A.) (hereinafter the "**Book of Order**") shall be maintained by the Session. Active Members on the current roll of the Church shall also constitute the "**Members of the Society.**" The Session shall review the roll of members of the Church at least annually and shall counsel with those who have neglected the responsibilities of membership.

ARTICLE III

MEETINGS

SEC. 1. PLACE OF MEETINGS. All annual meetings and special meetings of the Congregation, or of the Society, called for the purpose of transacting Church or Society business, respectively, shall be held at the First Presbyterian Church building at Evanston, Illinois, or such other place and in such manner, as shall be designated in the call of the meeting.

SEC. 2. ANNUAL MEETINGS. The annual meeting (hereinafter the "**Annual Meeting**") of the Congregation shall be called by the Session in consultation with the Board of the Society and be held at such date and time, prior to March 31 of each year, as is determined in the call. The Annual Meeting of the Society shall be called by the President of the Society for the same place and time as the Annual Meeting of the Congregation. At these Annual Meetings, reports shall be made to the Congregation and to the Society by each board of the Church and the Society, which shall consist of the Session, the Board of Deacons and the Board of the Society, and by such organizations of the Church and the Society as the Session and the Board of the Society may designate. Reports shall include additions to and losses in membership and the financial reports of all assets, budgets and funds of First Presbyterian Evanston.

SEC. 3. ELECTION MEETINGS. A special meeting of the Congregation, to be designated as the "**Election Meeting,**" shall be called by the Session in consultation with the President of the Society for such time and place in each year as shall be determined in the call of said meeting, at which the election of Church officers shall be made. Similarly, an Election Meeting of the

Society shall be called by the President of the Society for the same time and place at which the election of the officers of the Society (hereinafter "**Officers of the Society**") shall be made.

SEC. 4. SPECIAL MEETINGS. Additional meetings of the Congregation and the Society, apart from those specified in Sections 2 and 3 (hereinafter "**Special Meeting(s)**,") may be called for specified purposes. Special Meetings of the Congregation shall be called by the Session or the Presbytery, and Special Meetings of the Society shall be called by the President of the Society or upon the direction of the Board of the Society. Such meetings shall be called upon notice given as provided in Section 5 below, and at such meetings only such business shall be transacted as shall have been designated in the call and notice of said Special Meeting. The Session or the Board of the Society shall call a Special Meeting of the Congregation and/or the Society, respectively, whenever requested to do so in writing by one fourth or more of the Active Members of the Church.

SEC. 5. NOTICE. Notice of a Congregational and/or a Society meeting, whether the Annual Meeting, the Election Meeting, or a Special Meeting, shall be published in the Church worship bulletin or paper at least ten days before such meeting, and must be given orally from the pulpit for not less than two consecutive Sundays, including the day of the meeting. The Session and, in the case of meetings of the Society, the President of the Society, may give such other notices, either oral or in writing, as they may deem advisable. When corporate or temporal matters with reference to First Presbyterian Evanston property are to be considered at a meeting of the Congregation, the President of the Society, acting on behalf of the Society, shall join the Session in the call of the meeting.

SEC. 6. PERMITTED BUSINESS. The business to be transacted at meetings of the Congregation and the Society shall include, but not be limited to, the following:

- (a) matters related to the election of elders, deacons, and other officers of the Church and/or Officers of the Society;
- (b) matters related to the calling of a pastor or pastors;
- (c) matters related to the pastoral relationship, such as changing the call, or requesting or consenting or declining to consent to the dissolution of a call;

- (d) matters related to buying, mortgaging, or selling real property;
- (e) matters related to the permissive powers of the Congregation;
- (f) amendment and/or restatement of these Bylaws;
- (g) hearing reports of Boards and organizations; and
- (h) such other matters as shall be provided for or permitted herein, or in the Book of Order, or by applicable local, state or federal law.

SEC. 7. PRESIDING AND RECORDING OFFICERS. The Pastor shall moderate all meetings of the Congregation, except those meetings, or portions thereof, considering the pastoral relationship. In the absence of the Pastor, a special moderator chosen by the Pastor, the moderator of the Session (hereinafter the “**Moderator**,”) or by the Presbytery and approved by the Session, shall preside. The Clerk of the Session (hereinafter the “**Clerk**”) shall be the secretary of meetings of the Congregation. If the Clerk is unable to serve in that capacity, the moderator of the meeting shall appoint a secretary. The minutes of each meeting of the Congregation shall be attested to by the moderator and the secretary of the meeting and shall be entered in the minute book of the Session. Meetings of the Society shall be presided over by the President of the Society or, in the President’s absence, the Vice-President or, in the Vice-President’s absence, such other Officer of the Society as shall be designated by the President. The Clerk shall be the secretary of meetings of the Society. If the Clerk is unable to serve in that capacity, the moderator of the meeting shall appoint a secretary. The minutes of the meeting shall be attested to by the presiding officer and the secretary of the meeting and shall be entered in the minute book of the Society.

SEC. 8. QUORUM. One tenth of the Active Members of the Church, as shown on the Session's official current membership roll, shall constitute a quorum for meetings of the Congregation and/or the Society.

SEC. 9. ACTIVE MEMBERS. Only Active Members present at any meeting are qualified to vote as to affairs of the Church and/or the Society at such meeting.

ARTICLE IV

OFFICERS AND BOARDS

SEC. 1. BOARDS OF THE CHURCH. The elected officers of the Church shall be the Session, consisting of not more than eighteen but not less than twelve elders, divided into approximately equal classes, together with the Pastor and all Associate Pastors; and the Board of Deacons, consisting of not more than twenty-four but not less than eighteen deacons, divided into approximately equal classes, in each case subject to the provisions of Section 5 below. The Pastor and all Associate Pastors are ex officio members of the Session and the Board of Deacons.

SEC. 2. OFFICE OF ELDER. As there were in the Old Testament elders chosen for the government of the people, the New Testament church also provided for persons with particular gifts to share in its governance and ministry. Elders, together with Ministers of the Word, exercise leadership, governance and discipline and have responsibilities for the life of the Church as well as the church-at-large, including ecumenical relationships. Elders shall serve faithfully as members of the Session (while serving as such, hereinafter “**Elders**”). When elected commissioners to higher governing bodies, Elders may participate and vote with the same authority as Ministers of the Word and are eligible to serve as Officers of the Society. Elders should be persons of faith, dedication, and good judgment. Their manner of life should be a demonstration of the Christian gospel, both within the church and in the world. It is the duty of Elders, individually and jointly, to strengthen and nurture the faith and life of the Congregation committed to their charge. Together with the Pastors, they should encourage the people in the worship and service of God, equip and renew them for their tasks within the Church and for their mission in the world, and visit, comfort and care for the Congregation, with special attention to the poor, the sick, the lonely, and those who are oppressed. They should inform the Pastors and the Session of any special needs of the Congregation and also those issues concerning the management and maintenance of the assets and property of the Church and the Society. They should cultivate their ability to teach the Bible. Those duties, which all Christians are bound to perform by the law of love, are especially incumbent upon Elders because of their calling to office and are to be fulfilled by them as official responsibilities.

SEC. 3. OFFICE OF DEACON. The office of deacon as set forth in Scripture (hereinafter “**Deacon**”) is one of sympathy, witness, and service after the example of Jesus Christ. Persons of spiritual character, honest repute, exemplary lives, brotherly and sisterly love, warm sympathies, and sound

judgment should be chosen for this office. It is the duty of Deacons to first minister to those who are in need, to the sick, to the friendless, and to any who may be in distress.

SEC. 4. TRUSTEES OF THE SOCIETY. The Elders shall be and act as the Trustees of the Society and shall constitute the Board of the Society (hereinafter the "**Board of the Society**") for all corporate and temporal purposes. The President, Vice President(s), and Secretary of the Society (hereinafter "**Officers of the Society**") shall be elected by the Congregation (acting as members of the Church) as Elders, if they are not then currently serving as Elders. The Officers of the Society shall also be elected by the Congregation (acting as Members of the Society) to serve as members of the Board of the Society and as Officers of the Society, as appointed by the Session to their respective offices and duties.

SEC. 5. CHANGE IN THE NUMBER OF OFFICERS. The range for the number of the Elders serving on the Session and/or the Deacons serving on the Board of Deacons as set forth in Section 1 may be changed by an amendment to these Bylaws; provided however, if the number of such Elders or Deacons serving on the Session or the Board of Deacons, is within the applicable range set forth in Section 1, such total number, or the number in each class, may be changed by a greater than two-thirds vote of the Session, and in the case of Elders, also by a greater than two-thirds vote of the Board of the Society.

ARTICLE V

THE SESSION

SEC. 1. POWERS AND DUTIES. The Session shall have general supervision, oversight, control and management over the mission and governance of the Church. It therefore has the responsibility and power:

(a) to receive members into the Church upon profession of faith, upon reaffirmation of faith in Jesus Christ, or upon satisfactory certification of transfer of church membership;

(b) to lead the Congregation in participation in the mission of the whole church in the world;

(c) to provide for the worship of the people of God, including the preaching of the Word, the sharing of the Sacraments, and the presentation of the music program, in keeping with the principles of the Book of Order for the Service of God;

(d) to provide for the growth of its members, by equipping them for ministry through personal and pastoral care and educational programs, including the Church Sunday school, sharing in fellowship and mutual support, and providing opportunities for witness and service in the world;

(e) to develop and supervise the Church Sunday school and the educational programs of the Church;

(f) to lead the Congregation in ministries of personal and social healing and reconciliation in the communities in which the Church lives and bears its witness;

(g) to challenge the people of God with the privilege of responsible Christian stewardship of money, time and talents, developing effective ways for encouraging and gathering the offerings of the people and assuring that all offerings are distributed for the objects toward which they were contributed;

(h) to establish the annual budget, determine the distribution of the Church's benevolences, and order offerings for Christian purposes, providing full information to the Congregation of its decisions in all such matters;

(i) to lead the Congregation continually to discover what God is doing in the world and to plan for change, renewal, and reformation under the Word of God;

(j) to engage in a process for the education and mutual growth of the members of the Session;

(k) to instruct, examine, ordain, install, and welcome into common ministry, Elders and Deacons on their election by the Congregation and to inquire into their faithfulness in fulfilling their responsibilities;

(l) to provide for the administration of the programs of the Church, including the employment of non-ordained staff and the annual review of the adequacy of compensation for all staff;

(m) to provide for the management of the property of the Church, including determination of the appropriate use of Church buildings and facilities;

(n) to provide for the management of the Endowment Funds, the Great Commission Fund and the Employee Retirement Fund of First Presbyterian Evanston, in accordance with their terms and provisions;

(o) to maintain a regular and continuing relationship to the higher governing bodies by:

- (1) electing, and receiving the reports of, Elders who represent the Church in the Presbytery and who may also be considered for election to the Synod or the General Assembly, being sure to implement the principles of participation and inclusiveness to ensure fair representation in the decision-making of the church;
- (2) observing and carrying out the lawful instructions of higher governing bodies;
- (3) welcoming representatives of the Presbytery on the occasions of their visits; and
- (4) proposing to the Presbytery and, through it, to the Synod and the General Assembly such measures as may be of common concern to the mission of the whole church;

(p) to establish and maintain ecumenical relationships necessary for the life and mission of the Church in Evanston, the Chicago area and the world;

(q) to serve in judicial matters in accordance with the Rules of Discipline of the Book of Order;

(r) to exercise as the Board of the Society those powers and the authorities which are set forth in Article VII;

(s) to appoint Officers of the Society to serve in their respective offices;

(t) to establish Councils, Committees, Sub-Committees and Task Forces; and

(u) to delegate to, and supervise the work of, the Board of Deacons and all Councils, Committees, Sub-Committees, Task Forces and other organizations of the Church.

SEC. 2. CLERK OF SESSION. The Session shall annually elect from among the Elders who are then Active Members of the Church, a Clerk of Session. Said Elder need not be currently serving on the Session. The Clerk of Session shall be ex-officio the Clerk of the Church and the Society and also Clerk of any joint meetings of the Boards of the Church and/or the Society. The Clerk shall keep records of all meetings of the Church and/or the Society, all joint meetings of the Boards and all meetings of the Session and/or the Board of the Society.

SEC. 3. MODERATOR. The Pastor shall act as Moderator of the Session. In the absence of the Pastor, and with the concurrence of the Session, the Pastor may ask an Associate Pastor of the Church or a Minister of the Presbytery to act as Moderator of the Session. The Pastor has the power to call a meeting of the Session at any time and is required to do so when requested by two or more Elders. A majority of the Session, in addition to the Moderator, shall constitute a quorum. The Session shall meet no less often than quarterly.

SEC. 4. ROLL OF MEMBERS. The Session shall keep a complete and accurate roll of all members of the Congregation and shall maintain records of all persons received into the Church, of all persons transferred or removed from the Church roll, and of all baptisms, marriages and deaths of members of the Church. The Session shall grant certificates of transfer to other churches, which when issued for parents shall include the names of their minor children, specifying whether they have been baptized, and which when issued for an Elder or Deacon shall include the record of ordination.

SEC. 5. RECORDS. The Session shall keep an accurate and complete record of all its transactions, and at least once a year submit the record to the Presbytery for its examination.

SEC. 6. PERSONNEL COUNCIL. The Session and the Board of the Society shall have the primary responsibility for the establishment and administration of the salaries, wages, and other benefits of persons engaged in the religious services, programs and staff functions of the Church through the Personnel Council, established by the Session and the Board of the Society. This Council shall consist of two Elders, one of whom shall be the President of the Society (or such other Officer of the Society designated by the President of the Society, in consultation with the Moderator and as approved by the Session), and not less than three other Active Members of the Church who shall be appointed annually by the Moderator, in consultation with the President of the Society and as approved by the Session. One of the Elders shall be designated as chairperson of the Council by the Moderator, in consultation with the President of the Society and as approved by the Session. After approval by the Session, the Council shall annually submit its recommendation regarding the compensation of each ordained staff member to the Congregation, which shall approve, disapprove or amend it.

SEC. 7. STANDING RULES OF PROCEDURE. The Session may adopt Standing Rules of Procedure and may provide therein, among other matters, for its division into Councils, Committees, Sub-Committees and Task Forces, the areas of responsibility of said Councils, Committees, Sub-Committees and Task Forces and provide for the inclusion in said Councils, Committees, Sub-Committees and Task Forces of Deacons and other Active Members. The Standing Rules of Procedure may also provide for Church Commissions composed of Elders and non-Elders. The Councils, Committees, Sub-Committees and Task Forces shall study all matters within their respective areas of responsibility and report thereon with recommendations to the Session. Commissions may act for the Session only when so authorized by proper resolution limited to a particular subject.

SEC. 8. DECISIONS OF SESSION. Decisions by the Session shall be made by vote, following a reasonable period for discussion and discernment; and unless otherwise provided, a majority vote shall govern. The Session shall attempt not only to reflect the will of its members; but rather, it shall seek as a body to discern and represent the will of Christ.

SEC. 9. JOINT BOARD MEETINGS. A joint meeting of the Session and the Board of Deacons shall be called annually by the Moderator, who shall preside, for the purpose of conferring on matters of common interest. Said meeting shall be held each year on the date set in the call which shall be for a day between the Election Meeting and December 31. All newly elected Deacons and

Elders shall be invited to attend as non-voting members. Additional joint Board meetings of Session and the Deacons may be called by the Moderator, for such time and place as is set in the call thereof. No binding decision may be reached in such joint meetings; provided however, the Session and the Board of Deacons may act separately on matters committed to their care.

SEC. 10. EXCHANGE OF INFORMATION. In order to facilitate communication, the recording officers of each of the Councils and Committees of the Church and of the Society shall promptly transmit copies of the records of the meetings and actions of such Council or Committee to the recording officers of the Session and the Board of the Society for distribution to the members thereof.

SEC. 11. ABSENCES FROM SESSION MEETINGS. If an Elder in active service shall fail to attend three consecutive Session meetings without having been excused in advance by the Moderator or the Clerk, said Elder shall be deemed to have submitted his or her resignation from active service.

ARTICLE VI

THE BOARD OF DEACONS

SEC. 1. POWERS AND DUTIES. The Board of Deacons shall serve to extend the ministry of the Church to those in need, to the sick, to the friendless and to any others who may be in distress, in accordance with the scriptural duties of the office. The Board of Deacons shall also perform such other duties as may from time to time be delegated to it by the Session.

SEC. 2. STANDING RULES AND OFFICERS. The Board of Deacons may adopt Standing Rules for the conduct of its business, provided that such Standing Rules are in agreement with these Bylaws. Such Standing Rules must be approved by and placed on file with the Session. The Board of Deacons shall elect from among its members, a moderator, a secretary and such other officers, with such functions, as it shall determine. The secretary shall keep a record of its proceedings.

SEC. 3. RECORDS. The records of the Board of Deacons shall be submitted to the Session at least annually and at other times upon the request of the Session. The Session may void or amend any action of the Board of Deacons, or direct the Board of Deacons to reconsider such action.

SEC. 4. MEETINGS. The Board of Deacons shall meet regularly, or upon the call of its moderator, or when directed to meet by the Session; but in no event less often than quarterly. The Board of Deacons shall determine its own quorum.

SEC. 5. COUNCILS AND COMMITTEES. Deacons, whether or not then in active service, may be appointed by the Session to serve on Councils, Committees, Sub-Committees and/or Task Forces of the Church. The Session may, upon the recommendation of the Board of Deacons, select and appoint other Active Members of the Congregation to assist the Deacons in their ministry of compassion.

ARTICLE VII

THE BOARD OF THE SOCIETY AND PROPERTY

SEC. 1. POWERS AND DUTIES. The Board of the Society, which may be referred to, as the context so requires, in these Bylaws, or in any document or instrument to which the Church and/or the Society is a party or by which either or both of them are bound, as the “**Board of Trustees**,” shall consist of the Elders; and shall have the power and duty to receive, hold, encumber, manage and transfer all property, real or personal, of First Presbyterian Evanston, to accept and execute deeds of title to such property, to hold and defend title to such property, to manage any permanent special funds for the furtherance of the purposes of the Church, and to perform such other functions as are delegated to it by the Session, all of which are subject to the authority of the Session granted herein and authorized under local, state and federal law.

SEC. 2. PROPERTY HELD IN TRUST. All property, real or personal, owned or held by the Society or by the Church, either individually or jointly, is owned by them for the exclusive use and benefit of the Congregation, for its religious and benevolent purposes, and not in trust for the use and benefit of the Presbyterian Church (U.S.A.), its successors, any judicatory thereof or any other ecumenical entity. The Congregation as used in this Article shall consist of those Active Members which comprise at least a majority thereof without regard to whether such majority is affiliated with any ecumenical entity or denomination.

SEC. 3. STANDING RULES. The Board of the Society may adopt Standing Rules for the conduct of the business of the Society, provided that such Standing Rules are in conformance with these Bylaws and local, state and federal law. Such Standing Rules must be approved by and placed on file with the Session.

SEC. 4. OFFICERS. The Officers of the Society shall consist of the President, one or more Vice-Presidents, the Treasurer and the Secretary and such other officers, with such duties and responsibilities, as may be deemed appropriate or necessary. The duties and responsibilities of the officers of the Board of Trustees, if such term is used in a particular legal context, shall be held and discharged by the Officers of the Society.

SEC. 5. PRESIDENT. The President shall be an Elder who has been elected as an Officer by the Congregation (acting as Members of the Society) to serve a term of three years and may be reelected as an Officer of the Society for an additional term. The President shall be the chief executive Officer of the Society and shall, in conjunction with the Moderator, have the authority to issue a call for, and preside at, the Annual Meetings, the Election Meetings and any Special Meetings of the Society. The President shall hold and may exercise all the executive powers and authorities necessary to manage the corporate and temporal property and affairs of the Society. The President may delegate to other Officers of the Society or Active Members of the Church (acting as Members of the Society), such powers and authorities as the President may deem appropriate or necessary to manage the corporate and temporal property and affairs of the Society. The President shall serve on and/or chair those Councils, Committees, Sub-Committees and Task Forces to which the President has been appointed by the Moderator, in consultation with the President and as approved by the Board of the Society. The President may appoint other Officers of the Society or Active Members of the Church (acting as Members of the Society) to serve on and/or chair Councils, Committees, Sub-Committees and Task Forces.

SEC. 6. VICE PRESIDENT(S). A Vice President shall be an Elder who has been elected by the Congregation (acting as Members of the Society) to serve a term of three years as an Officer of the Society and may be reelected as an Officer of the Society for an additional term. A Vice President shall assume and discharge the duties and responsibilities of the President in the event the President is temporarily unable to discharge such duties and responsibilities. The Vice President(s) shall serve on and/or chair those Councils, Committees, Sub-Committees and Task Forces to which the Vice President(s) has been appointed by the President, in consultation with the Moderator and as approved by the Board of the Society.

SEC. 7. TREASURER. The Treasurer may be an Elder who has been elected by the Congregation (acting as Members of the Society,) to serve a term of three years as an Officer of the Society, or if not an Elder, elected by the Session, as the Treasurer of the Society for a term of three years and may be reelected for an additional term. The Board of the Society may also appoint Assistant Treasurers as it may deem necessary. The Treasurer shall be responsible for all

Society deposits, bank accounts and other funds or assets held in banks or other financial institutions and shall have such other duties and responsibilities as may from time to time be approved by the Board of the Society. All withdrawals of funds shall be authorized by the signature(s) of those person(s) designated by the Board of the Society. The decision as to the number or the nature of Society bank accounts shall be determined in the discretion of the Treasurer in consultation with the Board of the Society. The Treasurer shall serve on and/or chair those Councils, Committees, Sub-Committees and Task Forces to which the Treasurer has been appointed by the President, in consultation with the Moderator and as approved by the Board of the Society.

SEC. 8. FINANCIAL STANDARDS. The Treasurer shall work closely with the Director of Finance and Accounting (or such other job title that may be assigned to that position) to perform all functions related to the finances, financial reporting and accounting of the First Presbyterian Evanston. The work of the Treasurer and the Director of Finance and Accounting shall be supervised by the Board of the Society. The following minimum standards of financial procedure shall be observed:

- (a) the counting and recording of all offerings by at least two duly appointed persons, or a fidelity bonded person;
- (b) the keeping of adequate books and records to reflect all financial transactions, open to inspection by the Elders and the Officers of the Society at reasonable times;
- (c) the periodic reporting of all financial activities to the Board of the Society, at least quarterly and more often when requested; and
- (d) the completing of an audit of all books and records relating to the finances of First Presbyterian Evanston once each year by a public accountant or public accounting firm not related to the Treasurer or the President.

SEC. 9. SECRETARY. The Secretary shall be an Elder who has been elected by the Congregation (acting as Members of the Society) to serve a term of three years as an Officer of the Society and may be reelected as an Officer of the Society for an additional term. The Secretary shall perform all duties and responsibilities as may be delegated to the Secretary by the President, but not limited to the following:

(a) assisting the Clerk, as necessary, in acting as secretary of the Meetings of the Society and the Resource Management Council and maintaining the records of such Meetings; and

(b) serving on and/or chairing those Councils, Committees, Sub-Committees and Task Forces to which the Secretary has been appointed by the President, in consultation with the Moderator and as approved by the Board of the Society.

SEC. 10. RESOURCE MANAGEMENT COUNCIL. The Resource Management Council (hereinafter the “RMC”) shall be established by the Session and the Board of the Society. It shall oversee and coordinate the financial, human and property resources of First Presbyterian Evanston so that they are effectively deployed and maintained. Among other responsibilities, the RMC shall ensure that the goals established by the Session and the Councils are incorporated into the budgeting and staffing process. The RMC shall oversee the work of the three Committees assigned to it: the Budget Committee, the Finance and Endowment Committee and the Building Committee. In addition, it shall work closely with the Personnel Council and be actively involved in the Stewardship process. The RMC shall be composed of the Officers of the Society, and those Active Members of the Church who are appointed for an initial three-year term, which may be renewed for an additional term, by the Moderator, in consultation with the President and the Treasurer of the Society and as approved by the Board of the Society. The President of the Society shall act as the chair of the RMC. A Vice President of the Society shall act as the vice chair of the RMC and the Secretary of the Society shall act as the secretary of the RMC, subject to modification by the President, in consultation with the Moderator and as approved by the Board of the Society. The Pastor shall be an ex-officio member of the RMC. The chairs of the Budget Committee, the Building Committee and the Finance and Endowment Committee may be Officers of the Society or Active Members of the Church, as appointed or modified annually by the President, in consultation with the Moderator and as approved by the Board of the Society.

SEC. 11. BUDGET COMMITTEE. The Budget Committee shall be established by the Session and the Board of the Society and shall be composed of the Treasurer and other Active Members of the Church, who shall be nominated annually by the Moderator and the President of the Society and elected by the Session and the Board of the Society. Any member of the Budget Committee may be nominated and elected annually as the chair. The Budget Committee shall annually prepare the Benevolence and Current Expense Budgets of the Church for approval by the Session and the Board of the Society, after which such

budgets shall be presented to the Congregation at the Annual Meeting. The Pastor shall be an ex-officio member of the Budget Committee. All expenditures shall be made in conformity with the budget designations as approved by the Session and the Board of the Society. Funds received to underwrite programs and benevolence causes are subject to audit under the supervision of the Board of the Society.

ARTICLE VIII

ELECTIONS

SEC.1. ELECTION OF ACTIVE MEMBERS. The Congregation and the Society shall elect as Elders, Deacons and Officers only men and women who are Active Members of the Church, giving fair representation to persons of all ages and of all racial or ethnic backgrounds.

SEC. 2. ELECTION AND TERMS. One class of Elders, consisting of a number approximately equal to the other then-serving classes of Elders, and one class of Deacons consisting of a number approximately equal to the other then-serving classes of Deacons (in each case subject to the provisions of Article IV, Section 5) shall be elected at each annual Election Meeting for terms of three years for Elders, and for terms of two or three years for Deacons, expiring on the installation of their successor class. No person shall be elected to any Board for consecutive terms, either full or partial, aggregating more than six years on that Board, or to any Board for a term of more than three years, or for consecutive terms, either full or partial, on any combination of Boards, aggregating more than six years. An Active Member who is not eligible for election due to the provisions of this Section shall not be eligible to serve a further term until at least one year has elapsed from the expiration of the last term for which the member was elected.

SEC. 3. ELECTION BY BALLOT. Officers shall be elected by ballot, unless the Congregation or the Society permits otherwise. Election shall be by a majority vote of the Active Members present and voting.

SEC. 4. NOMINATING COMMITTEE. The Nominating Committee, consisting of at least seven members elected annually, shall be composed of two members designated by and from the Session, one of whom shall be named as chairperson, one person designated by the Session from the Board of Deacons and those other members to be nominated by the Nominating Committee from Active Members of the Church, all of whom shall be elected at

the annual Election Meeting. The Pastor shall be an ex-officio member of the Nominating Committee. Members of the Nominating Committee shall not be eligible for nomination by the Nominating Committee in the year of their service on the Committee and persons nominated from the Active Members of the Congregation, as well as members designated by and from the Boards of the Church, are to be informed of this Bylaw at the time they are asked to serve on the Nominating Committee.

SEC. 5. NOMINATION TO OFFICE. The Nominating Committee shall nominate one or more candidates for each office to be filled. Additional nominations may be made by any Active Member at the Election Meeting. Each person selected for nomination shall be informed personally of the duties and responsibilities of the office. Any person nominated shall have agreed to serve in such office prior to being designated as one of the nominees. All such persons so nominated shall be placed in nomination at the Election Meeting.

SEC. 6. VACANCIES. Vacancies in the Session, the Board of Deacons, or among the Officers of the Society, occasioned by death, resignation, or otherwise, may be filled for the unexpired term by election at any Annual Meeting of the Congregation, or in case of Officers of the Society, at any Annual Meeting of the Society, or at any Special Meeting of the Congregation or the Society, as applicable, called to fill the same, in conformity with the election procedure outlined above, of which due and proper notice has been given.

SEC. 7. ORDINATION AND INSTALLATION. 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 discernment and preparation, the Session shall examine them as to their personal faith; knowledge of Church doctrine, government, and discipline; and the duties of the office. Following the examination, the Session shall appoint a day for the service of ordination and installation.

ARTICLE IX

AMENDMENTS TO THE BYLAWS

Amendments to these Bylaws, and in conformance with the laws of the State of Illinois in matters pertaining to the Society, may be made by a vote of at least two-thirds of those Active Members of the Congregation and Members of the Society, respectively, present at any Annual Meeting or at a Special Meeting called for such purpose. Changes in the number of members on any Council,

Committee, Sub-Committee or Task Force, unless otherwise provided in these Bylaws, may be made by a vote of a majority of such members of such Council, Committee, Sub-Committee, or Task Force, subject to the approval of the Session and/or the Board of the Society. Notice of any proposed amendment to these Bylaws shall be included in the call for the meeting.

