

**ARTICLES OF INCORPORATION AND BYLAWS
FOR FIRST PRESBYTERIAN CHURCH
Bonham, TX**

Revised and adopted May 17, 2005

PART ONE – THE ARTICLES OF INCORPORATION

ARTICLE I

The name of said corporation and church shall be: First Presbyterian Church

ARTICLE II

The principal place of location for this corporation shall be: Bonham, Fannin County, Texas.

ARTICLE III

The general object and purpose for which this religious corporation is formed is to worship Almighty God and to give instruction in the Christian Religion according to the Constitution of the Presbyterian Church (U.S.A.) (hereafter referred to as the Denomination) or its successors.

ARTICLE IV

Membership of the corporation shall be the same as those persons who are on the active membership roll of the congregation.

ARTICLE V

The Session shall be the governing body. It is empowered to act on behalf of the corporation with respect to contracting indebtedness, conveying, encumbering or exchanging property, both real and personal, of and for the corporation. The corporation is incorporated as part of, and subject to the Constitutional authority of Grace Presbytery of the Denomination. The officers of the corporation shall be provided for as defined in the Bylaws and shall be all the same as those persons who are elected and installed to be members of the Session except that the Treasurer may not necessarily be a member of the Session. Members of the Session shall be elected from the membership of the corporation in a manner prescribed by the Constitution of the Denomination. The terms of service shall be provided for the Bylaws. The duties of the members of Session shall be as provided in the Constitution of the denomination.

ARTICLE VI

This corporation shall have the power to acquire and hold title in the fee simple, in trust, or otherwise to both real and personal property. No conveyance, encumbrance, or exchange of real property shall be made or executed by the Session until same shall have been authorized by the majority of the membership of the corporation attending and voting at a meeting thereof, following the giving of due notice to said membership as required by the Bylaws of the corporation and the laws of the State of Texas. This corporation shall have all the powers which a corporation of this class has under the laws of the State of Texas and under the Constitution of the Denomination.

ARTICLE VII

This corporation is a non-profit corporation and shall have no capital stock and shall declare no dividends. No member of the corporation, including officers, trustees, and no members of the staff of the church shall be personally liable for any corporation debts or obligations.

ARTICLE VIII

The name and address of its resident agent shall be the person the Session appoints as the Clerk of Session.

ARTICLE IX

The annual meeting of the corporation shall be held in January of each year on a date and a time and place provided by the Bylaws. Special meetings of the corporation may be called as provided in the Bylaws of the corporation.

ARTICLE X

The duties and responsibilities of all boards and officers, as well as the qualifications required for eligibility therefore not otherwise provided in the Constitution of the Denomination shall be provided for in the Bylaws.

ARTICLE XI

These Articles may be amended at any duly called meeting of the corporation provided that all proposed amendments have been made public with the call of the meeting and at the meeting receive a two thirds (2/3) majority vote of those members of the corporation present and voting.

PART TWO – THE BYLAWS OF THE CORPORATION

ARTICLE I – CONSTITUTION

First Presbyterian Church, a Texas corporation in Bonham, Fannin County, being a particular church of the Presbyterian Church (U.S.A.) (hereafter referred as the Denomination) recognizes that the Constitution of said Denomination is in all its provisions obligatory upon it and its members.

ARTICLE II – NAME, OFFICE, FISCAL YEAR

Section 1. Name

The name of the corporation is First Presbyterian church (hereafter referred to as the “Congregation”).

Section 2. Principal Office

The address of the principal office of the Congregation is 818 North Main Street, Bonham, Texas 75418

Section 3. Fiscal Year

The fiscal year of the Congregation shall begin on the first day of January in each year and end on the thirty-first day of December of the same year.

ARTICLE III – SUBORDINATION OF THESE BYLAWS

These Bylaws shall always be subordinate to the Constitution of the Denomination and to the laws of the State of Texas.

ARTICLE IV – MEETINGS OF THE CONGREGATION

Section 1. Annual Meeting

There shall be an annual meeting of the Congregation at the Principal office no later than the fourth Sunday of January for the approval of the Terms of Call for the Pastor, the review of the annual budget, the election of Trustees and for such other business properly coming before such a meeting. The date, time and place of the Annual Meeting will be announced to the Congregation in accordance with these Bylaws, the Constitution of the Denomination and the laws of the State of Texas. Failure to hold the Annual Meeting at the designated date and/or place shall not cause forfeiture or dissolution of the corporation.

Section 2. Special Meetings

Special meetings of the Congregation may be called as provided in the Constitution of the Denomination.

Section 3. Notice of Meetings

Public notice of the date, time, place and purpose of all meetings of the Congregation shall be publicly announced at least eight days before the meeting (embracing at least two consecutive Sundays prior to the particular meetings, which may include the Sunday on which the particular meetings are to be held.) Any or all of the following shall constitute public notice: verbal announcements during the worship services, printed announcement in the Sunday worship bulletins, a letter to all the active members of the Congregation, a notice printed in the church newsletter.

Section 4. Quorum

The quorum for the conduct of business at any meeting of the Congregation shall be the Moderator together with twenty-five active-roll members or ten percent of the eligible voters, whichever is the lesser.

Section 5. Voting

All members on the Active Membership Roll of the Congregation shall be entitled to vote at all meetings of the Congregation. Voting by proxy shall not be allowed.

Section 6. Moderator

The Pastor shall preside as Moderator. When the Pastor is unable or unwilling to moderate there shall be a replacement as provided in the Constitution of the Denomination.

Section 7. Clerk

The Session's Clerk shall take the minutes of the meetings of the Congregation. If the Clerk is not in attendance or declines to serve, the Congregation shall elect a Clerk Pro-Tem.

Section 8. Call of a Meeting

A special meeting of the Congregation will be called by the Session on its own initiative or whenever at least one-fourth (1/4) of the active-roll members of the Congregation present a request in writing, each having personally signed the request. The presbytery of jurisdiction may require a meeting of the Congregation to be called.

Section 9. Rules of Conduct

Meeting shall be conducted in accordance with Robert's Rules of Order, as defined in the latest edition of Robert's Rules of Order published with the endorsement of Robert's Rules Association.

ARTICLE V – MEETINGS OF THE SESSION

Section 1. Regular Meetings

There shall be a Stated Meeting on the Third Wednesday of each month at 7:00 p.m. in the Williams Educational Building to conduct any regular and special business properly coming before such a meeting. The Stated Meeting may be changed by the Session with notice of the change being given to all members of the Session and of the Congregation.

Section 2. Special Meetings

Special meetings of the Session may be called as provided in the Constitution of the Denomination.

Section 3. Notice of Meetings

Public notice of the date, time, and place as Stated Session Meetings shall be announced in accordance with the Constitution of the Denomination.

Section 4. Quorum

The quorum for conducting business at any meeting of the Session shall be announced in accordance with the Constitution of the Denomination

Section 5. Voting

All members on the Session shall be entitled to vote at all meetings of the Session. Voting by proxy shall not be allowed.

Section 6. Moderator

The Pastor shall preside as Moderator. The Moderator shall not vote except to break a tie vote.

Section 7. Clerk

The Clerk shall be a member of the Session and shall be appointed annually.

ARTICLE VI – OFFICERS

Section 1. President

The President of the Congregation shall be nominated and elected annually by the Session and shall be a member of the Session.

Section 2. Secretary

The Secretary of the Congregation shall be the same as that person the Session names as the Session Clerk. The Secretary must be a member of the Session.

Section 3. Treasurer

The Session shall appoint the Treasurer of the Congregation. The Treasurer receives church funds, disperses church funds as directed by authorization vouchers provided by authorized signers, keeps a faithful record of all transaction and reports regularly to the Stewardship Committee of the Session. The Stewardship Committee acts as Comptroller, supervising the management of the budget and reports to the Session.

Section 4. Members of Session

There shall be thirteen members on the session, with one member being a Youth Elder. The remaining twelve shall be divided into three equal classes of four members each. Members of the Session shall be elected for three fiscal years and may be re-elected but may never serve more than six consecutive years. After six consecutive years of service one full year must pass before a particular person can again be installed as a member of the Session, as provided in the Constitution of the Denomination.

Section 5. Trustees

The Session shall appoint the Board of Trustees, to be approved by the congregation at the Annual Meeting. One member of each class of the session shall be elected as a Trustee, with each term being the same as his/her term on Session.

Section 6. Attendance

Members of the Session are expected to attend all state Session meetings. Three unexcused absences during the fiscal year represent an automatic letter of resignation to the Session. The Session may choose to accept or not accept this letter of resignation. A resignation does not disqualify members for future service on the Session, but does acknowledge that due to current life circumstances, that member can not carry out the duties of his/her office. A letter of resignation carries in no way a negative connotation.

Section 7. Vacancies

Vacancies on the Session may be filled at any duly called meeting of the Congregation.

Section 8. Duties

The duties of the Officer of Session shall be those delegated to them by the Constitution of the Denomination and by the laws of the State of Texas.

ARTICLE VII – CHURCH FUNDS

All funds received by all individuals and groups in the congregation for use in any way by the church are to be transferred immediately to the common church treasury (i.e., the general fund) account, or special project account number under its respective category. The Church Treasurer will maintain records which identify particular funds held in trust for particular groups or for particular purposes. Boards or organizations in the congregation are allowed to hold fund separate from the common church treasury only when prior approval has been obtained from the Session. These boards or organizations shall submit to the Stewardship Committee no less than annually a financial report of their respective account.

ARTICLE VIII – CHURCH OFFICERS NOMINATING COMMITTEE

There shall be a Church Officer Nomination Committee of seven people, one of whom shall be the Moderator of the Session who is a member ex-officio without vote. Two members, other than the Moderator of the Session, shall be appointed and/or elected annually from the members of the Session. The Chairperson and Vice-Chairperson shall be appointed by the Session. Four members, none of whom shall be members of the Session, shall be nominated and elected by the Congregation at a meeting called for such purpose. Four members constitute a quorum for a meeting of the Committee, but must include one of the Session appointed members and the Moderator of Session. The Committee cannot meet without the Moderator of the Session.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended subject to the Constitution of the Denomination and the laws of the State of Texas at any duly called meeting of the Congregation by a two-thirds (2/3) vote of those active members of the Congregation present and voting providing that all proposed amendments are provided in full in connection with the call of the meeting.

Revised and adopted this, 14th day of July, 2005

Sue Taylor - President

Racheal Tucker - Secretary

Jack Berni - Trustee

Bert Simpson - Trustee

Sue Taylor - Trustee