

Corporate Bylaws
of
Unity Presbyterian Church
Fort Mill, SC

Approved by Session – August 24, 2020

Approved by Corporation – November 8, 2020

These bylaws address the corporate functions of the church. Ecclesiastical functions are addressed in the *Bylaws of Unity Presbyterian Church of Fort Mill, SC*. These corporate bylaws supersede and replace any and all previous sets of corporate bylaws for Unity Presbyterian Church of Fort Mill, SC. References to paragraphs in the *Book of Order* are based on the 2019-2021 edition of the *Book of Order, Presbyterian Church (U.S.A.)*.

ARTICLE I

Purposes, Formation, Limitations, Powers and Duties, Property

Section 1. **Purpose.** The purposes for which the Corporation is formed are as more fully set forth in the *Constitution of the Presbyterian Church (U.S.A.)* including the Great Ends of the Church (*Book of Order F-1.0304*):

“The great ends of the church are:

- the proclamation of the gospel for the salvation of humankind;
- the shelter, nurture, and spiritual fellowship of the children of God;
- the maintenance of divine worship;
- the preservation of the truth;
- the promotion of social righteousness; and
- the exhibition of the Kingdom of Heaven to the world.”

In response to this calling, Unity Presbyterian Church has adopted the following Mission Statement: **United in Christ’s love, we glorify God through worship, nurture, and service to all people.**

Section 2. **Formation.** Unity Presbyterian Church was incorporated under the laws of the State of South Carolina on July 6, 1949. The Corporation is formed by Unity Presbyterian Church pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*. (*Book of Order G-4.0101*). Unity Presbyterian Church is a member church of the Presbytery of Providence in the Synod of South Atlantic of the Presbyterian Church (U.S.A.).

Section 3. **Authority.** In carrying out such purposes, the trustees and the Corporation shall be under the authority of the session and the congregation and shall, at all times and in all respects, conform to and support the *Constitution of the Presbyterian Church (U.S.A.)* as it is now or shall be, from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). (*Book of Order G-4.0101*).

Section 4. **Limitation of Powers and Duties.** The powers and duties of the Corporation and its trustees shall not infringe upon the powers of the session or of the board of deacons of the church. (*Book of Order G-4.0101, G-4.0102, G-3.0201, G-2.02*).

Section 5. **Powers and Duties.** The Corporation shall have the powers and duties granted by the *Constitution of the Presbyterian Church (U.S.A.)*. (*Book of Order G-4.0101*):

To receive, hold, encumber, manage, and transfer property, real or personal, for the congregation;

To accept and execute deeds of title to such property;

To hold and defend title to such property;

To manage any special funds for the furtherance of the purposes of the congregation.

In addition, to the extent not included in the above and not inconsistent with the *Constitution of the Presbyterian Church (U.S.A.)*, the Corporation shall have all powers of a nonprofit religious corporation under the *South Carolina Nonprofit Corporation Act of 1994*.

Section 6. **Property Rights.** All property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.). Unity Presbyterian Church may buy, sell, mortgage, or lease its property in the conduct of its affairs as a church of the Presbyterian Church (U.S.A.) without approval from presbytery. (*Book of Order G-4.0203 and G-4.0208*). (*Book of Church Order, PCUS, 1982-83, Chapter 6*).

In a duly called congregational meeting on December 18, 1983, the congregation of Unity Presbyterian Church voted in accordance with *Book of Order G-4.0208* to retain certain property rights it was entitled to as a member of the Presbyterian Church in the United States (PCUS) prior to the 1983 reunion of the PCUS with the United Presbyterian Church in the United States of America (UPCUSA) to form the present denomination, the Presbyterian Church (U.S.A.). This action was duly reported to Bethel Presbytery, the predecessor to Providence Presbytery. Per *Book of Order G-4.0208*, “The congregation voting to be so exempt shall hold title to its property and exercise its privileges of incorporation and property ownership under the provisions

of the Constitution to which it was subject immediately prior to the establishment of the Presbyterian Church (U.S.A.).” The effect of this action is that, with regard to property, Unity Presbyterian Church is governed by Chapter 6 of the *Book of Church Order*, PCUS, 1982-83. Paragraph 6-8 of that *Book of Church Order* states, “Nothing in this chapter shall be construed to require a particular church to seek or obtain the consent or approval of any church court above the level of the particular church in order to buy, sell, or mortgage the property of that particular church in the conduct of its affairs as a church of the PCUS.” (PCUS is now replaced with PCUSA.) In addition, there is no requirement in Chapter 6 of the *Book of Church Order* to obtain presbytery approval to lease church property.

Section 7. Particular Property Requirements. When buying, selling and mortgaging real property, the board of trustees shall act only after the approval of the congregation granted in a duly constituted meeting. (*Book of Order G-4.0101*).

ARTICLE II

Members

Section 1. Eligibility for Membership. Only members on the active roll of the church shall be members of the Corporation and eligible for election as trustees. (*Book of Order G-4.0102*). Pastors are not members of the congregation and, so, are not members of the Corporation.

Section 2. Active Members. The roll of active members established and maintained by the session as prescribed by the *Book of Order (G-3.0204)* shall determine those individuals who are active members from time to time.

ARTICLE III

Trustees

Section 1. Qualification. The directors of the Corporation are designated Trustees. The initial board of trustees consisted of those persons named in the Articles of Incorporation. Pursuant to action taken by the session on May 23, 1988, the active session (Ruling Elders only) shall constitute the board of trustees. Membership of the board of trustees shall be identical to the membership of Ruling Elders in active service on the session. (*Book of Order G-4.0102*)

Section 2. Election. Election by the congregation and installation as elder of the church shall constitute a person as a trustee of the Corporation. Per South Carolina statute, trustees may not serve more than five consecutive years.

Section 3. Removal. Termination for any cause of the active service of a person on session shall automatically terminate such person as a trustee of the Corporation.

ARTICLE IV

Meetings of the Board of Trustees

Section 1. **Annual Meeting.** The annual meeting of the board of trustees shall normally be held in January following the election and installation of new elders.

Section 2. **Procedures.** The meeting requirements and provisions of the *Constitution of the Presbyterian Church (U.S.A.)* shall govern. In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. *Roberts Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

Section 3. **Notices.** Notice of the time and place and in the case of special meeting the purpose of every meeting of the board of trustees shall be in writing and shall be duly sent, mailed or otherwise delivered, including electronic delivery, to each trustee not less than ten (10) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given.

Meetings may be held at any time without notice if all of the trustees are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after the holding thereof.

Section 4. **Quorum.** A majority of the trustees shall constitute a quorum for the transaction of business, and the action of the board of trustees present at any meeting at which a quorum is present shall be the action of the board of trustees; provided, that if the trustees shall unanimously consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the trustees. If at any meeting of the board of trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 5. **Special Meetings.** Special meetings of the board of trustees may be held simultaneously with meetings of the session or immediately thereafter. Special meetings may be held at any time upon call of session, the president or vice-president, or of not less than one-third of the trustees then in office.

Section 6. **Power and Authority.** The board of trustees shall have power and authority to carry out the affairs of the Corporation and in so doing may elect all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; may dismiss any appointive officer or agent of the Corporation without previous notice. The board of trustees may, in the absence of an officer, delegate that officer's powers and duties to any other officer or a trustee for the time being.

Section 7. **Alternative Meeting Provisions.** In emergency situations, such as a public health crisis, when it is not possible to physically meet together, the board of trustees may utilize electronic methods, such as teleconferencing or video teleconferencing, to meet and vote.

ARTICLE V

Meeting of Members

Section 1. **Annual Meeting.** There shall be an annual meeting of the members of the Corporation.

Section 2. **Place and Time.** Such meeting shall be held at the same place and time as the annual meeting of the congregation. At an appropriate time during the meeting of the congregation, the moderator shall recess the meeting and announce the meeting of the members of the Corporation. The moderator shall turn the meeting over to the President of the Corporation or to a designated officer or trustee of the Corporation to preside. At the completion of the corporate business, the chair will adjourn the meeting of the members of the Corporation. The meeting of the congregation shall then continue with the moderator presiding.

Section 3. **Notices.** Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirement of meetings of the congregation. (*Book of Order G-1.0502*).

Section 4. **Procedural Requirements.** The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation and the provisions of the *Constitution of the Presbyterian Church (U.S.A.)*. (See *Book of Order G-1.05*). In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. *Roberts Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

Section 5. **Quorum and Voting.** The quorum of a meeting of the corporation shall be the presiding officer, the secretary, and no less than one tenth of the active members. The corporation, by its own vote, may fix a higher quorum. The secretary shall determine that a quorum is present.

All active members of the corporation present at either the annual or special meetings are entitled to vote. (*Book of Order G-1.0501*). Voting by proxy is not allowed.

Section 6. **Alternative Meeting Provisions.** In emergency situations, such as a public health crisis, when it is not possible to physically meet together, the Corporation may utilize electronic methods, such as teleconferencing or video teleconferencing, to meet. If feasible, voting may be done electronically. Otherwise, a voting window of time shall be established for physically delivering a ballot to a designated location. Only those members who participated in the electronic meeting shall be allowed to vote.

ARTICLE VI Officers

Section 1. **Officers.** The board of trustees, as soon as may be practical after the election and installation of trustees in each year, shall elect from their number a president of the Corporation, and may from time to time select one or more vice-presidents, assistant secretaries, and assistant treasurers. The clerk of session shall serve as secretary of the Corporation. The treasurer elected by the session shall serve as treasurer of the Corporation (*Book of Order G-3.0205*). The same person may hold any two offices except those of president and secretary. The board may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation.

Section 2. **Term.** The term of office for all officers shall be one (1) year or until their respective successors are chosen. Any officer elected by the board of trustees may be removed from the office at any meeting of the board of trustees by the affirmative vote of a majority of the trustees then in office, whenever in their judgement the interest of the Corporation will be served thereby. The board of trustees shall have full power to fill any vacancies in any offices it is authorized to elect occurring for any reason whatsoever.

Section 3. **Powers and Duties.** The officers of the Corporation shall respectively have such powers and perform such duties in the management of property and affairs of the Corporation, subject to the control of the trustees, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the board of trustees. No action taken by the officers shall infringe upon the authority of the session of the church or of the board of deacons and all actions shall be in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. Subject to this Section, these bylaws, and the articles of incorporation of the Corporation, the officers shall have the following powers and duties in regards to the Corporation:

- A. The president shall: (1) preside at meetings of the Corporation and the board of trustees; (2) make such appointments as directed, authorized, or required, including appointing trustees to serve on committees who shall be responsible for reporting to the board of trustees on the activities of their respective committees; (3) execute any and all documents of whatever kind and nature necessary to carry out the purpose and functions of the Corporation; (4) be responsible for carrying out the directives and requirements of applicable law, these bylaws, and the articles of incorporation; (5) in general, perform all duties incident to the office of president; and (6) perform such other duties as may from time to time be assigned by the board of trustees.
- B. The vice president(s) shall: (1) assist the president in the exercise of his or her duties; (2) in the absence or inability of the president, execute the duties of the president; (3) in general, perform all duties incident to the office of vice president; and (4) perform such duties as may from time to time be assigned by the board of trustees.
- C. The secretary (clerk of session) shall: (1) perform for the Corporation those duties set out in the *Constitution of the Presbyterian Church (U.S.A.)* (see *Book of Order G-*

- 1.0505); (2) record all votes by the board of trustees; (3) in general, perform all duties incident to the office of secretary; and (4) perform such duties as may from time to time be assigned by the board of trustees.
- D. The treasurer (elected by the session) shall: (1) perform for the Corporation those duties set out in the *Constitution of the Presbyterian Church (U.S.A.)* (see *Book of Order G-3.0205*); (2) be responsible for the safekeeping of all funds and assets, except those funds expressly assigned to the trusteeship of another; (3) be responsible for the filing of any and all tax and other financial reports as required by applicable law; (4) deposit all monies, drafts, and checks in the name of or to the credit of the church or Corporation at such banks or depositories as the board of trustees shall designate; (5) in general, perform all duties incident to the office of treasurer; and (6) perform such duties as may from time to time be assigned by the board of trustees.
- E. Assistant secretaries shall perform those duties of the secretary as directed by the board of trustees.
- F. Assistant treasurers shall perform those duties of the treasurer as directed by the board of trustees

Section 4. **Checks, Notes, Drafts, and So On.** The board of trustees may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation.

ARTICLE VII

Fiscal Year and Office

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall be July 1 through June 30.

Section 2. **Office.** The principal office and mailing address of the Corporation is Unity Presbyterian Church, 303 Tom Hall Street, Fort Mill, SC 29715.

ARTICLE VIII

Amendments

The bylaws of the Corporation may be amended or added to, or new bylaws may be adopted, by the affirmative vote of two-thirds of the members of the Corporation present and voting at a duly called meeting of the members of the Corporation; provided, that the bylaws must at all times and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. (*Book of Order G-4.0101*).

ARTICLE IX

Indemnification of Trustees and Officers

Each trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the trustee or officer may be made a party by reason of being or having been a trustee or officer of the Corporation (whether or not he or she continues to be a trustee or officer at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.

ARTICLE X

Dissolution

If the church is formally dissolved by the presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of Providence Presbytery of the Presbyterian Church (U.S.A.) or its successor, pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*, said presbytery being an organization qualified under 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the corporation shall be held, used, and applied for such uses, purposes, and trust as the presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the presbytery may direct in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. (*Book of Order G-3.0301, G-4.0203*)