

**BY-LAWS of  
AMOSKEAG PRESBYTERIAN CHURCH  
Manchester, New Hampshire**

Adopted April 17, 1998  
Revised April 5, 2000  
Revised September 26, 2004  
Revised September 25, 2005  
Revised September 25, 2011

**ARTICLE I  
NAME**

The name of this church shall be “The Amoskeag Presbyterian Church.” This Church shall be a particular congregation of The Orthodox Presbyterian Church. The name, business address and purposes of the corporation shall be as set forth in the *Articles of Agreement* as amended from time to time.

**ARTICLE II  
PURPOSE**

The purpose of this church is to give glory to God by being, in all matters, conformed to the only standard for faith and life, the written Word of God. To this end the church shall uphold the faithful preaching and teaching of the whole counsel of God given in Holy Scripture; the nurturing of Christian families and individuals in order that they might enjoy the benefits of the Covenant of Grace; the promotion of godly worship and fellowship; and the encouragement of faithful evangelistic missions at the local, national and worldwide levels. In accordance with its Reformation heritage (*Ecclesia reformata semper est reformanda*, i.e., the Reformed church is always reforming), this church shall constantly endeavor to grow in both its understanding and application of the Word of God in all areas of life (1 Cor. 10:31).

**ARTICLE III  
STANDARDS**

The Scriptures of the Old and New Testaments shall be the only primary standard for the doctrine and life of this church. The secondary standards of doctrine and church order shall be subordinate to the Scriptures. The doctrine of this church shall be that system commonly called “The Reformed Faith,” as expressed in the *Westminster Confession of Faith*, as adopted by the Orthodox Presbyterian Church, together with the Larger and Shorter Catechisms. The government, discipline and worship of the church shall be in accordance with *The Standards of Government, Discipline and Worship of The Orthodox Presbyterian Church*. (These standards as a whole are known as *The Book of Church Order* and the following abbreviations will be used to designate its several parts throughout these *By-Laws*: F.O.G. - *The Form of Government*; B.O.D. - *The Book of Discipline*; D.P.W. - *The Directory for Public Worship of God*; O.P.C. - Orthodox Presbyterian Church). These *By-Laws* shall be interpreted and understood to conform to *The Book of Church Order*, as revised from time

to time. In the event of any actual or apparent conflict between these *By-Laws* and *The Book of Church Order*, *The Book of Church Order* shall govern.

## **ARTICLE IV GOVERNMENT AND MEMBERSHIP**

### **1. GOVERNMENT AND OFFICERS**

(1) The Head of the Church. The government of this church shall be under the royal authority of the only head of the church, the Lord Jesus Christ (Eph. 1:22; 4:15; Col. 1:18; F.O.G. I). Therefore the church shall be governed in accordance with the Word of God and the standards of this church (Eph. 2:20; *By-Laws*, III).

(2) The Officers. The officers of this church shall be the Pastor(s), Ruling Elders (Elders) and Deacons (Eph. 4:11; Phil. 1:1; 1 Tim. 5:17; F.O.G. V), into whose hands Christ has given spiritual and ministerial authority in the church (Matt. 16:19; 18:18). The Session, which is the governing body of the local church, consists of its Pastor(s) and its Ruling Elders (F.O.G., XIII.4).

All boards, committees and organizations of the congregation shall exist and function under the supervision of the Session (F.O.G. XIII.7; XXX.1).

The Session and the Diaconate may delegate certain duties to members of the congregation in good and regular standing, as long as no unordained member assumes the prerogatives or exercises the functions of the officers of the church (F.O.G. XXX.1), except the Treasurer who may be an unordained member. The Session and Deacons together shall constitute the governing bodies of the corporation, as described more particularly in these bylaws. Ruling Elders may serve simultaneously as Deacons (F.O.G. XI.7).

### (3) Elections.

The Pastor(s), Elders and Deacons shall be chosen by the congregation upon recommendation by the Session. Any communicant member may submit a suggestion for a nomination in writing to the Session (F.O.G. XXV.4).

Pastor(s), shall be called by a majority vote (more than one-half) of the communicant members constituting a quorum and present and voting; and in accordance with F.O.G. XXII.

Elders and Deacons shall be chosen from among eligible male communicant members of the congregation. In order to be eligible for nomination as Deacon or Elder, nominees must normally have been members of the congregation for at least one year prior to their election; and they must have been approved by, and properly trained (normally for a period of at least one year) under the oversight of the Session. Those men found qualified for office by the Session after the above eligibility requirements have been satisfied will be proposed by the Session to the congregation as nominees certified for

election at the next regular meeting of the congregation subsequent to their completion of training. Such proposals shall be announced publicly at the worship services on the two (2) Lord's days prior to the meeting at which the election will be held (F.O.G. XXV.4). Such nominees shall be elected by a majority vote (more than one-half) of the communicant members of the congregation (*By-Laws* VI.7.1) constituting a quorum and present and voting at a meeting called for that purpose (F.O.G. XXV.1-4). They shall be ordained and installed in accordance with F.O.G. XX; XXV.5-7.

(4) Perpetuity.

The ministerial relationship with the Pastor shall be dissolved only in accordance with F.O.G. XXIV.

Ruling Elders and Deacons shall hold office perpetually (F.O.G. XXV.2; XXVI.6), except in the case of divestiture from office for any reasons given in F.O.G. XXVI with the procedures in the B.O.D. The Session may, upon its determination or the request of an officer, grant a sabbatical leave.

(5) Vows. All Ruling Elders and Deacons shall reaffirm their ordination vows annually at the first joint meeting of the Elders and Deacons (F.O.G. XXV.6.b).

2. RESPONSIBILITY OF SESSION

(1) The Session. The Session shall be responsible for the reception of members to, and the removal of members from the membership rolls of the church (Matt. 16:19; 18:18; F.O.G. XIII.8.3; B.O.D. II.B.1); and exercise spiritual and ministerial authority in the church (Matt. 16:19; 18:18; F.O.G. XIII.7).

(2) Reception. A person may be received into the membership of this church by any one of the following means: public profession of faith in accordance with D.P.W. V; letter of transfer from another church in the O.P.C. or of like faith and practice; reaffirmation of faith by a member of another church not of like faith and practice; baptism of children, at least one of whose parents is a member; and reception of an already baptized child upon reception of at least one believing parent (B.O.D. II.B.2).

(3) Removal. A person may be removed from the membership of this church by any one of the following means: letter of transfer to another church in the O.P.C. or of like faith and practice; letter of standing to a church not of like faith and practice; upon ordination to the teaching office (cf. F.O.G. VI.4); erasure; discipline; and death (B.O.D. II.B.3).

(4) Transfer. Letters of transfer will be granted upon request from a member to another church in the O.P.C. or of like faith and practice with which a member desires to unite, upon moving from the general area of the church. Such a request should normally occur within one year of the moving date (F.O.G. XIII.9).

(5) Confidentiality. Members shall understand that all matters revealed in counsel with the session, or any of its individual officers, will be held in the strictest confidence,

except as required by law, and/or unless they concern matters of doctrine or life, requiring church discipline; or criminal matters, considered serious enough by the session to warrant the involvement of the civil magistrate. Should disciplinary action be required it will be in accordance with *The Book of Discipline* of the Orthodox Presbyterian Church. The fifth membership vow<sup>1</sup> constitutes the waiver of “Privileged Communications” as described in RSA 516:35, and New Hampshire Rules of Evidence 505, both as amended from time to time, of the State of New Hampshire, only in the case of the two exceptions stated above (matters of doctrine or life, or criminal matters).

### 3. DESIGNATION OF MEMBERS

(1) Members. The congregation consists of all who profess faith in Jesus Christ (communicant members) and their baptized children (non-communicant members), who have been regularly received into membership by the Session (F.O.G. XIII.2; D.P.W. V; *By-Laws* IV.2.2). The communicant members, who are eighteen years of age or older, of the congregation shall be considered a corporation as it deliberates and decides on matters of property and finance at its meetings (F.O.G. XVI.6), in accordance with the laws of the State of New Hampshire insofar as those laws do not demand anything contrary to the Word of God (Rom. 13:1-7; Acts 5:29); and shall be deemed to hold membership certificates for the purpose of exercising all rights reserved to members or the holders of membership certificates as set forth in RSA, Chapter 292, as it now exists or as it may hereafter be amended.

(2) Duties. All members are responsible for striving to believe and live according to the Scriptures in every area of life (1 Cor. 10:31). To this end they are obligated in the Lord to attend faithfully all stated meetings of the church (Heb. 10:25), unless providentially hindered; live faithfully in the marriage relationship (Eph. 5:18-33), the family relationship (Eph. 6:1-4), and their particular calling (Eph. 6:5-9); read the Bible and pray regularly in the family and in private (Ps. 1:2); use their gifts within the body of Christ (1 Cor. 12:4-11); spread the message of the gospel according to their gifts; and fulfill the membership vows which were made publicly before the Lord and His people (D.P.W. V.5: cf. F.O.G. XXV.6.c).

### 4. PASTOR(S)

The Pastor shall be primarily responsible for the ministry of the Word, prayer, administration of the sacraments and general oversight of the worship, faith, and life of the congregation in accordance with Scripture (Acts 20:17-35; 1 Thess. 1:1-10 and 2:1-12; 1 Tim. 3:1-7; Titus 1:6-9; 1 Pet. 5:1-4) as specified in F.O.G. VI and VIII. The Senior Pastor shall be an *ex-officio* member of all boards and committees in the church, and shall normally be the moderator of all meetings of the Session, the Diaconate and the congregation, unless otherwise determined by the Session (F.O.G. XIII.4; XVI.4; XVIII).

### 5. RULING ELDERS

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<sup>1</sup> The fifth membership vow asks for an affirmative to the question: “5. Do you promise to participate faithfully in this church’s worship and service, to submit in the Lord to its government, and to heed its discipline, even in case you should be found delinquent in doctrine or life?”

The Ruling Elders shall be responsible with the Pastor for the spiritual oversight of the worship, faith and life of the congregation (F.O.G. XIII.7). They shall assist in the regular visitation of each member of the congregation; recommend fiscal policies to the diaconate prior to the diaconate's submission of the budget to the Session; and fulfill all of their other duties in accordance with Scripture (Acts 20:17-35, 1 Thess. 1:1-10 and 2:1-12; 1 Tim. 3:1-7; Titus 1:6-9; 1 Pet. 5:1-4) as specified in F.O.G. X and XIII.

A Clerk of Session shall be elected annually, at the Session's first meeting subsequent to the annual congregational meeting, from among the Ruling Elders. He shall keep accurate Sessional records in accordance with F.O.G. XIII.8 and the *By-Laws of the Presbytery of New York and New England*, IV; take accurate minutes at all Session and congregational meetings (F.O.G. XVI.5); and carry on, and maintain a complete record of all correspondence pertaining to his office as clerk. He shall also act as Secretary of the corporation. It shall be the duty of the Secretary to file any certificates required of a Secretary by any statute, federal law or state law. The Secretary shall give and serve all notices required by any statute, the *Articles of Agreement* or these *By-Laws*. The Secretary shall be the official custodian of the records and any seal of this corporation. He shall submit to the Session any communication which shall be addressed to him as Secretary of the corporation. He shall exercise all the duties normally incident to the office of Secretary as well as such other duties as the Session may from time to time designate.

In the absence of the Clerk or Secretary from any meeting, a Clerk or Secretary Pro Tempore may be elected.

## 6. DEACONS

The Deacons shall be responsible for the ministry of mercy and service in the congregation in accordance with Scripture (Acts 6:1-4; 1 Tim. 3:8-13) as specified in F.O.G. XI. They shall be responsible for maintaining order during public worship and collecting tithes and offerings. In addition, the Deacons will normally handle all matters of property and finance and the entire management of the temporal business and affairs of the corporation and shall have and exercise all of the temporal powers possessed by the corporation itself insofar as such delegation of authority is not inconsistent with the laws of the State of New Hampshire, with the *Articles of Agreement*, or with these *By-Laws*, under supervision and authority of the Session and with its help when deemed necessary (F.O.G. XI.5). They shall file with the Secretary of State every five years listing the officers of the corporation. The Board of Deacons may elect such other agents as it may in its discretion deem advisable to carry out the purposes of the corporation. It shall prescribe the duties of all such agents it elects. The Board of Deacons shall hire and fix the compensation of any and all employees which it, in its discretion, may determine to be necessary in the conduct of the business of the corporation. The power to hire and fix the compensation of employees may be delegated to such persons as the Board may deem appropriate.

A chairman and secretary shall be elected from among the Deacons at the first meeting of the Deacons subsequent to the annual congregational meeting. The chairman shall

moderate in the absence of the Pastor. The diaconate shall submit a budget (including general fund, benevolence and diaconal) to the Session for approval prior to the last Session meeting of the fiscal year. This budget shall be based on fiscal policies established by the Session (F.O.G. XIII.7). The Secretary shall keep an accurate record of all actions of the Deacons and submit such a record to the Session after each Deacons' meeting. Those duties, functions, or privileges assigned by law or in the corporation's *Articles of Agreement* to the Board of Trustees or the Board of Directors, or to individual Directors or Trustees, shall be exercised by the Deacons, subject to the oversight of the Session.

#### 7. MEETINGS OF THE SESSION AND DIACONATE

(1) Meetings by Conference Call. Members of the Session or Deacons or any committee designated by the Session or Deacons may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation by these means shall constitute presence in person at a meeting.

(2) Votes. Each Elder or Deacon shall have one vote on all matters to be considered by the Session or Deacons, and the vote of a majority of those present at any properly constituted meeting shall be necessary to adopt proposals, except as provided by statute, the *Articles of Agreement*, or these *By-Laws*. An Elder or Deacon who is present at a meeting of the Session or Deacons at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Elder or Deacon who voted in favor of such action.

(3) Action Approved in Writing. Any action, involving corporation business, approved in writing by all Elders and Deacons shall be valid, regardless of whether a meeting of the Session or Deacons has taken place.

(4) Other Committees. All other committees of the corporation shall be appointed or terminated by the Session and their terms of office shall be for a period of one year unless sooner terminated.

#### 8. TREASURER

(1) Duties. The Treasurer of the corporation shall be a communicant member of the congregation appointed by the Session, and shall be responsible for the deposit of funds of the corporation, not otherwise employed, in a church account, or cause them to be deposited, in one or several accounts, in one or more state or federally-chartered banks or duly established savings and loan associations or trust companies as designated by the Deacons. The Treasurer along with each Deacon shall have individual signing power for the accounts. Two signatures shall be required for all non-budgeted items over

\$1,000.00. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Deacons. The Treasurer shall disburse funds as authorized by the budget under the direction of the Session and Deacons. The Treasurer shall keep an accurate record of all deposits and disbursement and submit a monthly report of such to the Session, and Deacons. The Treasurer shall keep a detailed record of the offerings of the members. Any member requesting a report of his/her own contributions shall be given certification of his/her gifts to the church. This record shall be strictly confidential. All financial records shall be the property of the congregation and, together with all other of its property in his/her possession, shall be subject at all times to the inspection and control of the Session and Diaconate.

(2) Auditing. The financial records of the church shall be audited annually by a three-member committee of the congregation which is to be elected annually at the mid-year congregational meeting, and report to the annual meeting of the congregation.

(3) Fiscal Year. The fiscal year of the corporation shall end on December 31.

#### 9. INDEMNIFICATION

Each officer of the corporation and his respective heirs, executors, and administrators shall be indemnified by the corporation against any cost, expense, judgment, and liability, including attorneys' fees, reasonably incurred by or imposed upon said person in connection with any action, suit, or proceeding to which he may be made a part or with which he shall be threatened, by reason of being, or having been, an officer of the corporation, except (a) with respect to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct as such officer and (b) with respect to matters described in RSA 292:2, V-a (as it now exists or as it may hereafter be amended) as to which the articles of agreement of a voluntary corporation may not eliminate or limit the personal liability of an officer. In the event of settlement of any such action, suit, or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the corporation is advised by counsel that such officer is not liable for willful misconduct as such. The foregoing right of indemnification shall be in addition to any other rights to which any officer may otherwise be entitled.

#### 10. INSPECTION OF BOOKS AND RECORDS

All books, records, papers, and documents of every kind belonging to the corporation shall be maintained at the principal place of business of the corporation, or at another location agreeable to the Deacons, and shall be open to the inspection of the Officers at all reasonable times.

### **ARTICLE V FINANCING**

1. MEANS OF FINANCE

As our Lord has commanded, the ministry of this church shall be financed by the cheerful, faithful and regular giving of tithes (normally 10 percent of a member's income) and offerings by the membership. Finances shall not ordinarily be obtained in any other way, such as a pledge system, church sales or entertainment (Prov. 3:9,10; Mal. 3:8-10, 1 Cor. 16:1-2; 2 Cor. 8:1-15; 9:1-14).

2. NO PRIVATE INUREMENT

This corporation may hire and pay employees and contract for goods and services in the pursuit of its objectives, but no part of its receipts shall be distributed among any of its members, except for benevolent purposes, determined by the Deacons and the Session.

3. EXEMPT ACTIVITIES

Notwithstanding any other provision of these *By-Laws*, no member, Officer, employee, or representative of this corporation shall take any action to carry on any activity by or on behalf of the corporation which is not permitted by Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. No such action may be taken as may violate Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE VI  
MEETINGS**

1. CONGREGATION AND CORPORATION

The congregation shall be considered a corporation as it deliberates and decides on temporal matters of property and finance at its meetings, in accordance with the laws of New Hampshire. All other business shall be conducted in the congregational portion of the meeting (F.O.G. XVI.6). All meetings of the congregation shall be deemed to be meetings of the members.

2. ANNUAL MEETING

An annual meeting of the congregation shall be held in January or February of each year (F.O.G. XVI); the exact date to be determined by the Session. The minutes of the congregational meeting shall be read and approved by the congregation before the close of the meeting (F.O.G. XVI.5). The Session, the Treasurer, the auditing committee and any other committees or individuals who have served in the church shall submit reports as requested by the Session. A budget shall be adopted for the fiscal year in which the meeting is held. All other business pertinent to the life and ministry of the congregation shall be transacted at this time.

3. MID-YEAR MEETING

A mid-year meeting of the congregation shall be held at any suitable time from June through September upon the call of the Session. The minutes from the congregational meeting shall be read and approved by the congregation before the close of the meeting (F.O.G. XVI.5). An auditing committee shall be elected (see *By-Laws* IV.8.2); and any other business pertinent to the life and ministry of congregation shall be transacted.



4. DATE, TIME AND PLACE

The date, time and place of all meetings of the congregation shall be determined by the the Session and announced publicly at the worship services on the two (2) Lord's days prior to the meeting (F.O.G. XVI.3). No business may be transacted except that which is stated in the public announcement of such a meeting.

5. SPECIAL MEETINGS

Special meetings may be called by the Session or by the petition of not less than one-fourth (1/4) of the communicant members of the congregation in accordance with F.O.G. XVI.1. No business may be transacted except that which is stated in the public announcement of such a meeting. Informal meetings may be called at any time by the Session, without the normal notice, for any matter which does not require a vote.

6. QUORUM

(1) One third (1/3) of the voting communicant members in good and regular standing shall be considered a quorum. The following persons shall not be considered in good and regular standing:

- a. Persons under censure of suspension;
- b. Persons who have moved out of the area and no longer regularly attend public worship services of the congregation;
- c. Persons who have not regularly attended public worship services of the congregation for a period of three months, unless their absence is excused by the Session.

(2) The Clerk of Session shall maintain a current list, and shall review and update it not less than annually, of the communicant members of the congregation in good and regular standing. The Session shall have final authority to resolve any issue as to who is a communicant member in good and regular standing.

7. VOTING

(1) All and only communicant members, who are eighteen years of age or older, in good and regular standing (F.O.G. XIII.2; F.O.G. XVI.1), who are present at meetings of the congregation (F.O.G. XVI.1) are entitled to vote.

(2) A majority vote (more than one-half) shall govern in all questions except as otherwise specified by these *By-Laws*. In case of a tie, the moderator may (if he is a voting member of the congregation, cf. F.O.G. VI.4; XVIII.3) cast the deciding vote; otherwise a tie vote defeats a motion.

(3) The election of all officers by the congregation will be by written ballot.

8. ORDER

The order of all meetings will be regulated by the latest edition of *Robert's Rules of Order* except where superseded by the F.O.G. or these *By-Laws*.

9. OTHER MEETINGS

The Session and the Diaconate shall ordinarily meet separately at least monthly, and always jointly at least semi-annually (F.O.G. XI.6), at dates, times and places determined by each body. The Session may not meet without the presence of the moderator and a quorum of the session. The Session shall convene at the call of the moderator, the presbytery, any two members of the Session, or upon its own adjournment. A quorum of a session is two ruling elders, if there are three or more, or one ruling elder if there are fewer than three, together with the pastor or one of the pastors of the local congregation. In no case may the Session conduct its business with fewer than two present who are entitled to vote (F.O.G. XIII.5.6). The Diaconate may not meet without a simple majority present; and they normally may not meet without the presence of the moderator.

## **ARTICLE VII AMENDMENTS**

Except as set forth below, these *By-Laws* may be amended by a vote of not less than two-thirds (2/3) of the communicant members of the congregation, who are eighteen years of age or older, constituting a quorum and present and voting at any regular or special meeting of the congregation. The text of the proposed amendment shall be approved by the Session and made available to the membership at least two (2) Lord's days prior to the meeting. The contents of Articles II and III of these *By-Laws* may be amended only by a vote of not less than three-quarters (3/4) of the communicant members of the congregation constituting a quorum and present and voting at any regular or special meeting of the congregation.

Adopted by the congregation as of April 5, 2000 to take effect upon the reception of the congregation by the Presbytery of New York and New England of the Orthodox Presbyterian Church on June 3, 2000.

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Andrew Sharpe, Secretary