

1. Title: Church Bylaws – Amendment Process**2. Purpose:**

The church's Bylaws (Bylaws of the Corporation)ⁱ, may be changed by amendment according to the Bylaws' *Article IX – Amendment to these Bylaws*. This OPS defines the church's administrative process for deciding amendments which are needed or would be beneficial.

3. Policy:

3.1 The Administration Committee shall be responsible for this Operations Policy Statement (OPS). Questions regarding its content should be addressed to the Committee's Chairman.

3.2 The Administration Committee shall triennially review the Church's Bylaws for the purpose of identifying any needed amendments.ⁱⁱ This may be done through a subcommittee appointed by the Chairman. Such review should include the interviewing of the Church's clergy, staff and program leaders.

3.3 Church members may make recommendations for changes for amendments to the Chairman. Such recommendations shall be provided the amendment subcommittee if one is appointed.

3.4 A report ("Amendment Report") containing recommendations for amendments (proposed exact wording) and the rationale or justification for each amendment shall be approved by the Committee and submitted to the Session.

3.5 The Session shall consider the Amendment Report's recommendations and approve/disapprove each recommendation.

3.6 Approved recommendations shall be presented by the Clerk at a Congregational meeting (Annual or Special) for adoption.

3.7 The Church Administrator shall be responsible for incorporating newly approved amendments in the Bylaws document and publishing it. The document must be approved by the Session before its distribution.

4. Definitions:

The following definitions were obtained/copied from the State of Texas Business Organizations Code, Title 2. Corporations, Chapter 22 Nonprofit Corporations, Subchapter A. General Provisions.

- "Bylaws" means the rules adopted to regulate or manage the corporation, regardless of the name used to designate the rules.
- "Board of directors" means the group of persons vested with the management of the affairs of the corporation, regardless of the name used to designate the group. For FPCC, the Board is the Session.

5. References:

- Bylaws : ARTICLE IX – AMENDMENTS TO THESE BY-LAWS

FPCC Bylaws "SECTION 1 AMENDMENTS TO THESE BY-LAWS. These By-Laws may be amended by a two thirds vote of those present and voting at any annual or special congregation/corporation meeting provided that the changes proposed have been announced and published with the call for such meeting. No amendments may be made by the By-Laws which are contrary to the provisions of the Constitution of the Presbyterian Church (U.S.A.) or in corporate matters, contrary to the applicable laws of the State of Texas."

- BOO G 7.0400 *Incorporation and Trustees*
- *FPCC Bylaws – See the MOO's Appendixes*

6. Applicability:

Policies herein apply to the maintenance of the church's Bylaws for compliance with Law, the Book of Order or any other church's need for amendments.

7. Procedures:

- 7.1 The Administration Committee Chairman shall initiate (in May) each triennium a review of the Church's Bylaws by means of a subcommittee. Comments received from the congregation during the previous 3 year

period that would require bylaw amendment shall be provided the subcommittee.

7.2 The subcommittee shall produce a Bylaws Amendment Report and submit it to the Chairman.

7.3 The Administration Committee shall approve/disapprove each of the report's recommendations, provide reasons for any disapproval and report disapprovals back to any person requesting the amendment.

7.4 The Administration Committee Chairman shall submit the Report's approved recommendations to the Session for its consideration. This should be no later than the Session's October meeting.

7.5 The Session shall approve/disapprove each amendment recommendation. This should be no later than the November Session meeting.

7.6 The Clerk shall include in the call for an annual/special Congregational Corporate meeting, conducted within the first six weeks of the New Year, the recommended Bylaw amendments. Such call shall include a publication of the recommended amendments.

7.7 The Clerk shall present each Bylaw amendment for a vote at the next occurring Congregational Special or regular meeting.

7.8 The Church Administrator shall prepare a new Bylaws document containing the approved amendments and provide it to Clerk to present to the Session for approval for publication. [The purpose for this step is for assuring that the Bylaws final document is worded exactly as approved by the congregation.]

7.9 On approval by the Session, the Church Administrator shall produce, file and make distribution of the new Bylaws document.

8. Review Schedule:

The Administration Committee Chairman is responsible for reviewing this OPS on the triennium of the effective date and making any needed revisions for the Session's approval.

9. Approval:

Session approved this OPS on the above Effective Date.

ⁱ Article VII, Certificate of Incorporation of the First Presbyterian Church, INC., Conroe, Texas Charter NO. 272473; signed February 27, 1970 by the Secretary of State.

ⁱⁱ The bylaws of the Corporation shall be in conformity with the *Constitution of the Presbyterian Church (U.S.A.)* as it now or shall be, from time to time, amended, established, made and declared by the authority of the Presbyterian Church (U.S.A.). The bylaws shall be adopted by the members of the Corporation and may be amended or repealed by the members of the Corporation but must at all times and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.