

CONSTITUTION and BYLAWS
THE UNIVERSITY PRESBYTERIAN CHURCH OF LAS CRUCES, NEW MEXICO
Corporation Commission Number 39,997

Updated for July 8, 2018 Corporation Meeting Amendments

THE CONSTITUTION

PREAMBLE

Regretting the divisions that now exist in the visible Church of our Lord and Savior, Jesus Christ, and realizing the apostasy of the present age and the world-wide need of the Gospel, we, the undersigned members of The University Presbyterian Church of Las Cruces, New Mexico, having been banded together as a body of believers in Jesus Christ for prayer and worship, and having been first chartered February 4, 1959 do, therefore form and organize an evangelical church, subscribing by vote and signature to the following:

COVENANT OF FAITH

“As believers in the Lord Jesus Christ, and members of His Body, the Invisible Church, voluntarily associate themselves together and covenant to walk together in mutual love and fellowship for divine worship and godly living, agreeable to the Holy Scriptures; and in submission to the scriptural doctrine of government by presbyters or elders as practiced by the early Christians, and therefore highly expedient.

“In our adherence to the historic Christian faith we affirm our belief that the Holy Scriptures of the Old and New Testaments are the very Word of God, and the only rule of faith and obedience; that the Godhead eternally exists in three Persons, the Father, the Son, and the Holy Spirit, and that these three are one God, having precisely the same nature, attributes and perfections, and worthy of precisely the same homage, confidence, and obedience; that man is born in sin and therefore in need of redemption; that salvation is solely by grace through faith in the sacrificial death of Christ; that Christ arose from the dead and ascended into Heaven to the right hand of the Father where He is now our interceding High Priest and Advocate; that victorious Christian living is in yieldedness to the indwelling Holy Spirit; and that the Blessed Hope of the Christian is in return of Christ.

“It is our earnest desire to present in Christian love a positive ministry of the Scriptures by preaching and teaching for the edification of the saints, and by evangelizing for the salvation of the lost at home and to the ends of the earth.”

Signed,

Oscar H. Black, Thelma Jane Strickland, Willie H. Black, G. Vance Black, Jesse B. Strickland, Seaborn P. Collins, Mrs. B.H. Cathey, Sara C. Emerick, Camilla Emerick, Boyt H. Cathey, Demarie L. Whiting, Borden Ells, Clara L. Black, R. Milton Whiting, David Vickers, Blanche S. Powell, Rex Collins, Mrs. Rosa E. Collins, John W. Powell, Lewis Emerick, Isabella E. Riddle, Harriet M. (Mrs. Oscar) Black, Lelia Jane Collins, Preston A. Black, Mrs. Clifton Egerton

On this date, May 1, 1996, we the believers of University Presbyterian Church, in adoption of this new constitution and by-laws do hereby endorse the convictions of the original charter members of University Presbyterian Church and pledge ourselves to the same purposes for which the University Presbyterian Church was originally established.

Article I. The Name

The name of this Congregation is THE UNIVERSITY PRESBYTERIAN CHURCH. The Church is incorporated under the laws of the State of New Mexico as a non-profit corporation.

Article II. The Purpose

The purpose of University Presbyterian Church is to carry out all the functions of a Church of Jesus Christ in accordance with the Book of Church Order of the Presbyterian Church in America, and the laws governing non-profit corporations in the State of New Mexico.

Article III. The Government

University Presbyterian Church will be under the authority of a Board of Directors, also known as Elders, or Trustees. Their duties and responsibilities shall be in accord with the by-laws of this corporation, the laws of the State of New Mexico, and the Book of Church Order of the Presbyterian Church in America.

Article IV. The Membership

Membership will be those who profess faith in Jesus Christ as Lord and Savior in accordance with the Book of Church Order of the Presbyterian Church in America and the by-laws of the corporation.

Article V. Amendments

This Constitution may be amended by the affirmative vote of a 2/3 majority of the corporation members present at an annual or special meeting of this corporation at which a quorum is established, providing the notice of the amendment be included in the call of the meeting.

Article VI. Property

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision of the payment of all liabilities of this corporation, dispose of all of the assets of this corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principle office of this corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

BY-LAWS OF THE CONGREGATION AND CORPORATION¹
The University Presbyterian Church

ARTICLE 1. The Pastor

Sec.1.

The qualifications and the selection of the Pastors for this congregation will be in accordance with the Book of Church Order (BCO), of the Presbyterian Church in America (PCA).

Sec.2.

The Pastors will be ex-officio members of all boards and committees of this congregation.

ARTICLE 2. Nomination, Election, and Installation of Officers

Sec.1.

The only officers of this Church elected by this congregation are Elder and Deacon.

Sec.2.

This Church shall elect persons to the office of Ruling Elder and Deacon in the following manner:

Written notice will be given of the date, time, place, and purpose of this meeting at least 30 days before the appointed time and date of the meeting². Before this time the congregation will be asked to submit nominations to the Session, keeping in mind that each prospective officer should be an active male member who meets the qualifications set forth in 1 Timothy 3 and Titus 1.

The Session will examine the prospective officer in his Christian experience, his reputation in the community, his knowledge of the system of doctrine, government, discipline as set forth in Scripture and our Standards, the duties of the office to which he has been nominated, and his willingness to give assent to the vows required for ordination.

The Session will then report to the congregation in the call of the meeting those eligible for election. Election to office will be by three-fourths of those voting. All candidates receiving the required three-fourths vote will be elected.

Sec.3.

Only communicant members in good and regular standing are entitled to vote in the election of church officers for this congregation.

Sec.4.

The elected officers will be ordained (if necessary) and installed within two weeks of their election at one of the stated Sunday services of this Church. A Pastor will propose to the candidate, in the presence of the church, the questions as stated in the BCO of the PCA.

Sec.5.

The term of elected office is three years.

ARTICLE 3. Session

Sec.1.

The church Session consists of the Pastor(s), Associate Pastor(s), if there be any, and the Ruling Elders of this church. The Session, by a majority vote of its members, must fix its own quorum, provided that it is not smaller than the quorum stated in the BCO; but in no event shall a quorum consist of less than 1/3 of the number of members of the session.

¹ Revised May 15, 1994

² Revised November 23, 2014

- Sec.2. The Session will be responsible for the spiritual life, worship, and gospel ministry of the entire congregation and will study and promote the best measures for the edification of the people and for the role played by the local church in the denomination and in spreading of the gospel at home and abroad. It is their duty to exercise government and discipline and to take the spiritual oversight of this congregation and also of the church generally when called to do so.
- Sec.3. A Pastor is the Moderator of the Session. In the absence of a pastor, the moderator will be determined by the BCO of the PCA.
- Sec.4. The Session will approve the budget (total amount and allocation per line item) through the following process. The Deacons will submit a proposed budget to the session. The session will refine the diaconal budget as it deems necessary. The Session will then present the budget to the congregation for discussion and input at its annual November or December meeting. The Session will provide to the congregation: 1) the proposed budget; 2) the changes relative to the current budget; 3) the current year general fund income and line item expenses through the end of last completed month; 4) the anticipated general fund income for the upcoming year. The Session will consider the congregation's input and finalize the budget at its November or December meeting.³
- Sec.5. The Session will hold regular open meetings at least once a month.

ARTICLE 4. Deaconate

- Sec.1. The Deacons of this congregation are organized as a board of which a Pastor is an advisory member. The board will elect a Chairman and a Secretary from their number. It will meet at least once a quarter⁴, and whenever requested by the Session. The board will determine the number necessary for a quorum.
- Sec.2. It is the duty of the Deacons to minister to those who are in need, to the sick, to the friendless, and to any who may be in distress. It is their duty also to develop the grace of liberality in the members of the church, to devise effective methods of collecting the gifts of the people, and to distribute those gifts. They have the care of the property of the congregation, both real and personal, and will keep in proper repair the church facilities and other items belonging to the congregation. In matters of special importance affecting the property of the church, they cannot take final action without the approval of the Session and consent of the congregation. They will appoint a Treasurer to whom shall be entrusted the funds for the current expense of the church.
- Sec.3. The Deacons will initiate the budget process each September. They will appoint a budget committee, which will be convened by a member of the Diaconate with a chair elected at its first meeting. The budget committee will prepare a proposed budget to be submitted to the Diaconate, who will make any needed changes prior to submission to the Session. The overall goal is that the budget be balanced to the following year's projected income while using prayerful consideration of the overall financial situation and needs of the congregation.⁵
- Sec.4. In the discharge of their duties the deacons are under the oversight and authority of the Session. If it is impossible for any reason to secure Deacons, the duties of the office shall devolve upon the Ruling Elders.
- Sec.5. The board will keep a record of its proceedings, and of all funds and their distribution, and will submit its minutes to the Session monthly, and at other times upon request of the Session.

³ Revised July 8, 2018

⁴ Revised May 18, 2008

⁵ Revised July 8, 2018

Article 5. The Congregation

- Sec.1. The quorum of the congregation is according to the provisions of Chapter 25 of The Book of Church Order of the PCA. All communicant members in good and regular standing but no others may vote on all matters that come before the congregation.⁶
- Sec.2. Membership in the congregation is according to the provisions of chapter six of the Book of Church order of the PCA.
- Sec.3. The annual meeting of the congregation will be in September⁷ of each year. The purpose of the meeting will include the election of officers, and reports of the various ministries of the congregation and other matters that may come before the body.

Article 6. The Corporation

- Sec.1. The corporation will be governed by the latest approved version of The Book of Church Order of the Presbyterian Church in America, and the laws governing non-profit corporations in the State of New Mexico.
- Sec.2. In addition to regular meetings of the Corporation, it may be necessary to hold special meetings from time to time to conduct the business of the Corporation. The Trustees/Directors may call a special meeting with at least fourteen (14) days public notice. The notice must state the purpose of the meeting with specificity. No business shall be transacted at such a meeting except what is stated in the notice.
The Trustees/Directors shall also call a special corporate meeting when requested in writing to do so:
a. by one-fourth (1/4) of the corporate members of the church when membership is one hundred (100) or less,
b. by one-fifth (1/5) of the corporate members of the church when membership is between one hundred (100) and three hundred (300) such members,
c. by one-sixth (1/6) of the corporate members of the church when membership is between three hundred (300) and five hundred (500) such members.
Membership of the Corporation consists of those communicant members of the congregation who are in regular and good standing.⁸
- Sec.3. The business and affairs of this congregation are under the direction of the Board of Trustees, which have and exercise all powers vested by law in the Board of Directors of a non-profit corporation. The policies of the board of Trustees are those established by the members of this corporation.
- Sec.4. The Board of Trustees will be the Session of University Presbyterian Church. The rules of quorum, meeting, and office, the responsibilities and duties which govern the Session will be those that govern the Trustees. Trustees will manage, convey, mortgage, and otherwise deal with all property of the corporation and act for the corporation in all civil and/or legal matters involving the corporation and its property.

⁶ Revised August 27, 1995

⁷ Revised September 16, 2001

⁸ Revised July 8, 2018

Sec.5.

The Officers of the corporation are President, vice-president, and Secretary, each of whom must be members of the Session. These officers will be elected annually at the June meeting of the session. The Treasurer, who must be a member of the corporation, will be appointed by the Deaconate at their June meeting. The President will preside at meetings of the corporation, he will be responsible for the business affairs of the corporation, he will sign all legal papers as required to carry out the business of this corporation and he shall perform other duties as directed by the Board of Trustees. The vice-president will have all powers and duties of the President when the President is absent or incapacitated and will perform other duties as directed by the Board of Trustees. The Secretary, who may also be the clerk of Session, will keep business-like minutes of all meetings of the members and board of the corporation; he will conduct appropriate correspondence, and perform other duties as directed by the Board of Trustees. The Treasurer will be entrusted with all the funds for the current expense of the church.

Sec.6.

The trustees will conduct the routine business of the corporation through the approved budget, account for all monies on hand or deposited in financial institutions, and disburse the same according to the direction of the corporation. The permission of the members of the corporation in a duly called special or annual corporation meeting will be necessary to acquire or transfer ownership of church property valued at more than 2% of the total operating budget, or to incur indebtedness on behalf of the corporation for all sums in excess of 2% of the total operating budget, or to mortgage or otherwise encumber any church property.

Sec.7.

The fiscal year of this corporation is January 1 through December 31⁹. An independent review of the books and control of the accounting system will be made each year in the first quarter of the ensuing fiscal year, and the results will be published to the congregation.

Sec.8.

The annual meeting of the corporation will be held in November¹⁰. A quorum of the corporation shall be one sixth of the communicant members of the corporation who are in regular and good standing. (This is in accordance with the provisions for congregations in Chapter 25 of *The Book of Church Order* of the PCA.)¹¹

Sec.9.

These by-laws may be amended by simple majority at any regularly called meeting of the corporation.

⁹ Revised January 10, 2010

¹⁰ Revised January 10, 2010

¹¹ Revised August 17, 1995