

Hilton Presbyterian Church
Newport News, Virginia

MANUAL OF
ADMINISTRATIVE OPERATIONS

Hilton Presbyterian Church Manual of Administrative Operations

Procedure Revision Control		
Revision	Comments	Approved by Session on
A	Initial Issue	04-18-23

Approved List of Appendices		
Number	Title	Approved by Session on
1	Corporate Bylaws of Hilton Presbyterian Church of Newport News, Virginia	02-07-17
2	Session Planning Calendar	04-18-23

I. PURPOSE

Hilton Presbyterian Church is a member church in the Presbytery of Eastern Virginia of the Presbyterian Church (U.S.A.). It has been called by God and organized by the Presbytery to proclaim the good news of Jesus Christ in worship and service to the needy, and to promote peace and justice in the world.

II. GOVERNANCE

This church's Congregation and Session shall be governed in accordance with the Constitution of the Presbyterian Church (U.S.A.). The Constitution consists of the *Book of Confessions* and the *Book of Order*. Subordinate to that Constitution, these bylaws and then the latest edition of Robert's Rules of Order (Newly Revised) shall provide specific guidance.

III. MEETINGS

The Session shall hold stated meetings monthly with the exception of a month off in July. Special meetings may be called in accord with BO: G-3.0203.

The Congregation shall hold its annual meeting in the church sanctuary in late January or early February. The business at that meeting shall include, but not be limited to, the following:

- a) Review of reports from the pastor(s), the Session, and all church organizations (for information only)
- b) Financial report for the preceding year (for information only)
- c) Results of the Annual Statistical Report (G-3.0202f and COS Workbook)
- d) Budget for the current year adopted by the Session (for information only)
- e) Any proposed changes in the terms of call for the pastor (s) in accord with BO: G-2.0804
- f) Election of members to serve on the current year's nominating committee

Proposed changes to the Pastor's terms of call and the election of the nominating committee shall be put forward as motions and voted on by the congregation.

See G-1.0503 for the business that is appropriate for a congregational meeting.

Special meetings of the Congregation may be called in accord with BO: G-1.05.

The pastor shall serve as the moderator for all meetings. If the pastor is unavailable, the Pastor or Clerk of Session will coordinate with the Presbytery to have them provide an alternate moderator.

The Session Planning Calendar (Appendix 2) should be consulted while developing session meeting agendas.

IV. NOTICE OF MEETING

Notice of Congregational meetings shall be given at regular services of worship on two successive Sundays prior to each meeting, in accord with BO:G-1.0502. The meeting may be convened following the notice given on the second Sunday.

V. QUORUM FOR MEETINGS

The quorum for Session meetings shall be the moderator and a majority of elders in active service on the Session and the moderator and two ruling elders for receiving new members.

The quorum for Congregational meetings shall be the moderator and at least 20% of the average Sunday in-person worship over the previous quarter.

Neither absentee ballots nor voting by proxy shall be permitted in any meetings. Unless specifically approved by the Session, voting shall include in-person members only.

VI. INCORPORATION

In accord with the laws of the Commonwealth of Virginia, the Congregation shall cause a corporation to be formed in accordance with BO: G-4.0101. Hilton Presbyterian has formed a nonstock corporate board, primarily to receive, hold, encumber, manage, and transfer property, real or personal, for the church. The corporate bylaws can be found in Appendix 1

Consistent with the laws of this state, both ecclesiastical and corporate business may be conducted at the same meeting of the Congregation.

VII. MEMBERSHIP

In accord with BO: G-1.03, the Session shall receive and nurture members of the church. The Session shall create and annually review rolls for all baptized members, active members, and affiliate members in accord with BO: G-1.04 & G-3.0204, also maintaining the required registers.

All members shall carry out the ministries of proclamation, sharing the sacraments, and living in *covenant life with God and each other (BO: G-1.0101 and G-1.0304)*.

Prospective new members are received by public profession of faith, reaffirmation of faith, or certificate of transfer. The session should provide opportunity for those seeking membership to explore the faith they will (re)affirm. After they are examined and received by the session, new members are presented in worship. As part of their public welcome, it is appropriate for those previously baptized to reaffirm the commitments made in Baptism, profess their faith in Jesus Christ, and declare their intent to participate actively and responsibly in the worship, life, governance, and mission of the church. On such occasions, it is fitting for all worshipers to reaffirm the baptismal covenant.

VIII. WORSHIP

The Session shall ensure that services of worship of God are regularly and reverently held in accord with BO: Directory for Worship and G-3.0201.

The Sacrament of the Lord's Supper shall be celebrated at least quarterly as well as at other special times, as the Session may authorize in accordance with BO: W-2.4009.

The Sacrament of Baptism shall be celebrated in accord with the principles of the Book of Order: Directory for Worship.

IX. NOMINATING COMMITTEE

In accord with BO: G-2.0401, the Congregation shall form a nominating committee in the following manner:

- a. There shall be a minimum of three members
 - One of the members shall be a currently serving elder designated by the Session. This elder will 1) work with the Session to identify two or more other members from the congregation and 2) serve as chair of the committee. The active Elder will serve as chair of the committee unless otherwise agreed to within the nominating committee.
- b. All of the members, who are not elders currently on the Session currently in service, shall be elected at a meeting of the Congregation. *Note: This number must always be the majority of the committee.)*
- c. Members of the committee shall be elected annually, and no one shall serve more than three years consecutively.
- d. The pastor (or moderator of the Session) shall be a member ex-officio, but without vote.
- e. The committee will ordinarily bring to a meeting of the Congregation nominations only for the number of positions to be filled, but if more nominations than positions to be filled are desired, or if there are additional nominations from the floor, election should be by secret ballot.
- f. The floor shall be open for additional nominations at the annual meeting.
- g. Elections in the Congregation shall be fair, just and inclusive in accord with BO: F-1.0403, and G-3.0103, .0104 & 2.0401.

X. SESSION

- a. The Congregation shall elect nine adult elders distributed into three equal classes, one class of whom shall be elected each year at a congregational meeting for a three-year term. Additionally, 1 youth elder may be elected for a term of 1 year.
- b. If necessary, the nominating committee shall nominate a successor for a vacancy, to be elected by the Congregation for the unexpired portion of the vacated position's term.
- c. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years.
- d. An elder having served a total of six years shall be ineligible for re-election to the Session, for a period of at least one year. *Note: These term restrictions may be waived by the Presbytery for specific situations BO: G-2.0404.*

- e. Those elected as elder shall be prepared and examined by the Session in accord with BO: G-2.0402.
- f. The Session shall elect a clerk for a term of one year (G-3.0104)

XI. RECORDS

The Clerk of Session shall ensure that there are proper and adequate minutes, duly approved, and other records in accord with BO: G-3.0107 & 3.0204, and shall submit any requested records to Presbytery in accord with BO: G-3.0108.

The Clerk, in coordination with the Office Manager, shall maintain the following registers –

- a) Baptisms
- b) Additions of membership
 - a. Profession of Faith (including youth confirmations)
 - b. Letter of Transfer
 - c. Reaffirmation of Faith by Confession
- c) Marriages
- d) Losses of membership
 - a. Deaths
 - b. Letter of Transfer
 - c. Removal by Request
 - d. Removal Due to Inactive Status

XII. FINANCES

It is the responsibility of the session to prepare and adopt a budget to support the congregation's mission, and determine the distribution of the congregation's benevolences. This includes authorizing offerings and accounting for the proceeds of such offerings and their disbursements, providing full information to the congregation concerning its decisions in such matters. (G-3.0205: a,b,c)

The session shall elect the treasurer for a period of one year.

XIII. MISC. POLICIES

All policies shall be managed and approved by their "owning" committee. Initial issue of new policies are to be reviewed and approved by the Session and noted in a revision to the Manual of Operation (i.e. this document). Follow-on revisions to these policies do not require Session approval, but must be noted in the Session Meeting Minutes following their approval in committee. All of the policies will be included as appendices to this document, which will be updated as needed to be kept current. This MoO shall be reviewed, updated, and corrected as necessary by the Session every 5 years.

- a. Wedding/Reception Policies: (development is TBD)
- b. Funeral Policies: (development is TBD)
- c. Policies Regarding the use of the Church Building & Grounds by Non-Church Related Groups and Organizations, (development is TBD)
- d. Personnel Policies, (development is TBD) Sexual Misconduct Policy (required), (development is TBD)

XV. COMMITTEES AND ORGANIZATIONS

The Session, in accord with BO: G-3.0201, shall establish, discharge, and review the actions of any committee or other organization within the Congregation.

- a. Property: (description development is TBD)
- b. Administration & Finance: (description development is TBD)
 - Personnel
- c. Christian Education: (description development is TBD)
- d. Congregational Care: (description development is TBD)
- e. Mission & Outreach: (description development is TBD)
- f. Worship: (description development is TBD)

APPENDIX 1
CORPORATE BYLAWS OF
HILTON PRESBYTERIAN CHURCH OF
NEWPORT NEWS, VIRGINIA

CORPORATE BYLAWS

Of

HILTON PRESBYTERIAN CHURCH OF NEWPORT NEWS, VIRGINIA

ARTICLE I

OBJECTIVES, PURPOSES, FORMATION, LIMITATIONS, POWERS AND DUTIES,
PROPERTY

Section 1.1 Purpose. The purposes for which the Hilton Presbyterian Church of Newport News, Virginia (“the **Corporation**”) is formed are as set forth in the Articles of Incorporation of the Corporation.

Section 1.2 Formation. The Corporation is formed at the direction of the unincorporated Hilton Presbyterian Church, Newport News, Virginia (the “**Congregation**”) pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*. The Congregation is a member church of the Presbytery of Eastern Virginia (the “Presbytery”) in the Synod of the Mid-Atlantic. The Corporation is a nonstick corporation which is self-perpetuating by the election of Session members by the Congregation.

Section 1.3 Authority. In carrying out such purposes, the Corporation shall be under the authority of the Session which members are deemed “Directors” (as later defined) 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.).

Section 1.4 Powers and Duties.

(a) The Corporation shall have the powers and duties granted by the *Constitution of the Presbyterian Church (U.S.A.)*:

(i) To receive, hold, encumber, manage, and transfer property, real or personal, for the church;

(ii) To accept and execute deeds of title to such property;

(iii) To hold and defend title to such property;

(iv) To manage any permanent special funds for the furtherance of the purposes of the Congregation.

(v) To support other organizations that either qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or serve purposes and missions of a religious, charitable or educational nature in keeping with the purposes of the Corporation.

(vi) And all authority to act shall be vested in the Session of Hilton Presbyterian Church and Session members shall be Directors of the Corporation.

(b) In addition, to the extent not included above and not inconsistent with the *Constitution of the Presbyterian Church (U.S.A.)*, the Corporation shall have all the general powers of a nonstock corporation organized under the laws of the Commonwealth of Virginia (the "Code"). The term "Director" as used in the Code shall apply to each member of the Session or elder. In these Bylaws, the term "Session" and "Board of Directors" as defined in the Code shall be synonymous, and the term "member of the Session" and "Director" as defined in the Code shall be synonymous.

Section 1.5 Property. All property of the Corporation, both real and personal, is held for the use and benefit of the Presbyterian Church (U.S.A.).

Section 1.6 Particular Property Requirements. When buying, selling, and mortgaging real property, the Session shall act only after the approval of the Congregation granted in a duly constituted meeting. The Session shall not sell, mortgage, or otherwise encumber any of the Corporation's real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the Presbytery transmitted through the Session. The Corporation shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the Presbytery transmitted through the Session.

Section 1.7 Limitation of Powers and Duties. The powers and duties of the Corporation and its Directors as defined by the Code shall not infringe upon the powers and duties of the Session, or of the board of deacons of the Congregation, should one be established.

ARTICLE 2 MEMBERS

Section 2.1 Eligibility for Membership. Only members on the active roll of the Congregation shall be members of the Corporation and eligible for election as Directors or members of the Session. Ministers, who are Teaching Elders, are not members of the congregation and so are not members of the Congregation.

Section 2.2 Active Members. The roll of active members established and maintained by the Session, as prescribed by the *Book of Order* comprising a part of the *Constitution of the Presbyterian Church (U.S.A.)*, shall determine those individuals who are active members of the Congregation from time to time.

ARTICLE 3 DIRECTORS

Section 3.1 Qualification; Election. The initial Directors shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the Directors shall be identical to the membership of the Session of the Congregation in active service. Election by the Congregation and installation as a Ruling Elder of the Church shall constitute a person a Director of the Corporation as well as a member of the Session.

Section 3.2 Removal. Termination for any reason of a person's active service on the Session shall automatically terminate such person's service as a Director of the Corporation.

ARTICLE 4
MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Annual Meeting. The annual meeting of the Directors shall be held in conjunction with or immediately following the first regular meeting of the Session in each calendar year, or at another time in each calendar year determined by the Directors with the concurrence of the Session.

Section 4.2 Regular and Special Meetings.

(a) Regular meetings of the Directors may be held on any schedule adopted or changed from time to time by the Directors.

(b) Special meetings of the Directors may be held at any time upon the call of the President, upon the written request of any two or more of the Directors, or when directed by the session or the Presbytery.

Section 4.3 Notice of Meetings.

(a) Regular meetings of the Directors may be held without notice of the date, time, place, or purpose of the meeting.

(b) Reasonable notice of the date, time, and place and, in the case of special meetings, the purpose, shall be given in person or by mail, telephone, or by a form of electronic transmission consented to by the Director to whom the notice is given. Meetings may be held at any time without notice if all the Directors are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after such meeting.

Section 4.4 Quorum. One half of the number of active elected Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Directors.

Section 4.5 Action Without a Meeting. Action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if the action is taken by all the Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. The action so taken shall become effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified provided the consent states the date of execution by each Director.

Section 4.6 Procedures. The meeting requirements and provisions of the *Constitution of Presbyterian Church (U.S.A.)* shall govern meetings of the Directors. In addition to those

requirements and provisions, these Bylaws provide specific rules, procedures and authority for the Directors and the Corporation. The rules and procedures of the Session governing its meetings shall be applicable to meetings of the Directors.

Section 4.7 Power and Authority. The Directors shall have power and authority to carry out the affairs of the Corporation and in so doing may elect or appoint all necessary officers; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may prescribe the duties of such persons; and may dismiss any appointive officer or agent of the corporation without previous notice. The Directors may, in the absence of an officer, delegate that officer's powers and duties to any other officer or a Director for the time being.

Section 4.8 Committees. The Directors may create one or more committees and appoint members of the Directors to serve on them. Each committee may have two or more members who serve at the pleasure of the Directors. Each committee may exercise the authority given to it by the Directors other than the authority to fill vacancies, amend the articles of incorporation or bylaws of the Corporation, or approve a plan of merger. The rules which govern meetings, action without a meeting, notice and waiver of notice, and quorum and voting requirements of the Directors shall apply to committees and their members unless the Directors expressly provide otherwise.

ARTICLE 5 MEETINGS OF CONGREGATION

Section 5.1 Annual Meeting. An annual meeting for corporate purposes shall be held at the same place and time as the annual meeting of the Congregation or immediately thereafter, at the discretion of the President of the Corporation. Both ecclesiastical and corporate business may be conducted at the same meeting. Any stated or called meeting of the Congregation shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.

Section 5.2 Special Meetings. Special meetings of the Corporation may be called by the Directors, the Session, or the Presbytery. Only business within the purpose or purposes described in the notice for a special meeting may be conducted at the meeting.

Section 5.3 Quorum and Voting Requirements. Unless otherwise provided by law, a quorum for any meeting of the Corporation shall be the same as the quorum established for a meeting of the Congregation.

Section 5.4 Procedural Requirements. The meetings of the Corporation shall be conducted to conform as closely as possible with the procedural requirements of the *Constitution of the Presbyterian Church (U.S.A.)*. In addition to those requirements, the provisions of these Bylaws provide specific guidance for the Corporation. The rules and procedures applicable to meetings of the members of the Congregation shall be applicable to meetings of the Corporation.

Section 5.5 Proxy Voting. Except for a matter as to which civil law expressly requires voting by proxy, Directors may not vote by proxy at any meeting of the Corporation but must be

present at a meeting in order to vote in person; likewise, meetings of the Congregation shall not permit voting by proxy unless expressly authorized by the Session and the Constitution of the Presbyterian Church (U.S.A.).

ARTICLE 6 OFFICERS

Section 6.1 Officers. The Directors, as soon as practicable after the election of Directors in each year, shall elect from their number a President of the Corporation, and may from time to time elect 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. The same person may hold any two offices except those of President and Secretary. The Directors may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation.

Section 6.2 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 Directors may be removed from the office at any meeting of the Directors by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the interest of the Corporation will be served thereby. The Directors shall have full power to fill any vacancies in any offices they are authorized to elect occurring for any reason whatsoever.

Section 6.3 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 Directors, 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 Directors. No action taken by the officers shall infringe upon the authority of the Session or of the Board of Deacons (should one be established), and all such actions shall be in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. Subject to these Bylaws and the Articles of Incorporation of the Corporation, the officers shall have the following respective powers and duties in regards to the Corporation:

(a) The President shall (i) execute documents to carry out the purpose and functions of the Corporation as approved and directed by the Directors and the Session; (ii) be responsible for carrying out the directives and requirements of applicable law, these Bylaws, and the Articles of Incorporation; (iii) in general, perform all duties incident to the office of president; and (iv) perform such other duties as may from time to time be assigned by the Directors.

(b) The Vice President shall (i) assist the President in the exercise of his or her duties; (ii) in the absence or inability of the President, execute the duties of the President; (iii) in general, perform all duties incident to the office of vice president; and (iv) perform such other duties as may from time to time be assigned by the Directors.

(c) The Secretary shall (i) perform for the Corporation those duties set out in the *Constitution of the Presbyterian Church (U.S.A.)*; (ii) record all votes by the Directors; (iii) be the custodian of the corporate seal, if any, and affix it to all documents

to be executed on behalf of the Corporation under its seal; (iv) in general, perform all duties incident to the Office of Secretary; and (v) perform such other duties as may from time to time be assigned by the Directors.

(d) The Treasurer shall (i) perform for the Corporation those duties set out in the *Constitution of the Presbyterian Church (U.S.A.)*; (ii) be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another; (iii) be responsible for the filling of any and all tax and other financial reports as required by applicable law; (iv) oversee deposit of all monies, drafts, and checks in the name of or to the credit of the Corporation at such banks or depositories as the Directors shall designate; (v) in general, perform all duties incident to the office of treasurer, and (vi) perform such other duties as may from time to time be assigned by the Directors.

(e) Assistant Secretaries shall perform such of those duties of the Secretary as directed by the Directors.

(f) Assistant Treasurers shall perform such of those duties of the Treasurer as directed by the Directors.

Section 6.4 Checks, Notes, Drafts, Etc. The Session 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 7 MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 7.2 Seal. The Corporation may, but is not required to, have a corporate seal. In the event the Directors elects to have a seal, it shall determine the content of the seal which may be altered at will.

Section 7.3 Office. The principal office and mailing address of the Corporation is:

Hilton Presbyterian Church
34 Main Street
Newport News, Virginia 23601

Section 7.4 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 those members of the Session present and voting at a duly noted meeting of the Session at which a quorum is present, 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.)*.

Hilton Presbyterian Church Manual of Administrative Operations

The Corporate Bylaws of Hilton Presbyterian Church of Newport News, Virginia by the Session of Hilton Presbyterian Church were adopted by a unanimous vote on February 7, 2017.

EFFECTIVE: February 7, 2017

Paul K. Clear
President Board of Directors, Elder

7/23/2020
Date

Lisa B. McKeane
Lisa McKeane, Clerk of the Session

7/24/2020
Date

APPENDIX 2
SESSION PLANNING CALENDAR

SESSION PLANNING CALENDAR

The planning calendar dates listed below are recommendations for when specific events should typically be held and are not to be interpreted as strict requirements.

a) **January**

- i) Clerk and Office Manager produce the Annual Statistical Report and provide to Session for approval (typically due to PEVA in early February).
- ii) Hold Corporate Board meeting.
- iii) Hold Annual Congregational meeting in late January/early February to 1) approve Pastor's terms of call, 2) elect Elder Nominating Committee and 3) provide Annual Statistical Report to congregation.
- iv) Set date for 2nd Annual Congregational Meeting to elect Elders.
- v) Select Elder to participate in 1st Quarter PEVA meeting

b) **February**

- i) No items

c) **March**

- i) Hold 2nd Congregational Meeting to elect next class of Elders
- ii) Select Elder to participate in 2nd Quarter PEVA meeting

d) **April**

- i) Train new Elders

e) **May**

- i) Commission new Elders
- ii) New Elders attend Session Meeting for meet and greet, establish committee assignments, encourage 1 month of overlap for elders and elders changing committees with previous assignments.

f) **June**

- i) Select Elder to participate in 3rd Quarter PEVA meeting
- ii) New Elders officially start on June 1st.

g) **July**

- i) No Session meeting is typically scheduled in July

h) **August**

- i) No Items.

i) **September**

- i) A&F sets theme and schedule for Stewardship season pledge drive and Dedication Sunday

j) **October**

- i) Select Elder to participate in 4th Quarter PEVA meeting

k) November

- i) Committees provide budget requests for next fiscal year

l) December

- i) Approve budget for next calendar year
- ii) Approve Pastor's housing allowance
- iii) Elect Treasurer and Clerk for next year
- iv) Set date for Corporate Board Meeting for January
- v) Set date for 1st Annual Congregational Meeting for late January or early February to approve the Pastor's Terms of Call and an Elder Nominating Committee