

February 5, 2025

Dear Members of First Presbyterian Church, Findlay,

We have made our way through the process and enclosed you will find our newly proposed Code of Regulations. Your governing board, the session, has been working tirelessly for the past few years to update our organizational structure as a congregation. It had become clear that the structure from the 1960s had become cumbersome and not flexible enough for our 21st century needs. We wanted our structure to free us to do creative and faithful ministry, to be able to be adaptable and open, easily able to pivot priorities, if needed. The pandemic taught us that the world we live in can shift in a moment and the rapidly changing technology continues to remind us that we can't always predict what the needs will be, so flexibility must be a priority.

It's not very often that we need to review and adopt a new Code of Regulations (previously called bylaws) for our congregation. Our current bylaws (included in this packet) were adopted in 1967. The session's leadership over the past 3 years has done due diligence in making sure the newly proposed Code of Regulations is the best way forward for us and we believe the way be clear. We worked with Attorney Patrick Sadowski, of Eastman & Smith to create the proposed Code, making sure we have all the legal pieces of this work as it needs to be.

For the past 10 years or so, there has been no "official" organizational chart that functioned sufficiently, so we've also included in this packet a visual representation of the new structure described in the new Code, along with the officers and members serving in specific roles this calendar year.

We know that all of you may not have followed all the details of a 3 year process that led us to what you are holding in your hands. Join us on Sunday, February 16 after worship in fellowship hall to ask questions, share concerns or to gain more clarity about the proposed Code.

Finally, the session has called a congregational meeting to vote on the new Code of Regulations for Sunday, February 23 immediately following worship in the sanctuary. We hope you can join us for this congregational meeting as we "officially" move forward in our ministry and mission together!

Grace and Peace of Christ be with you all!

The Session:

Jessica Carper

Dave Healy

Joe Niemeyer

Rev. Jessica Commeret, Moderator

Debbie Crow

Greg Kuhlman

Dave Reynolds

Peggy Lobb, Clerk

Beverly Dowling

Patricia McVetty

Elizabeth Wright

CODE OF REGULATIONS
OF
FIRST PRESBYTERIAN CHURCH OF FINDLAY, OHIO

RECITALS:

WHEREAS, formed in 1837, the First Presbyterian Church of Findlay, Ohio (hereinafter the "Church") adopted many governing instruments and amendments thereto over the years (hereinafter collectively referred to as the "Code of Regulations"); and

WHEREAS, the registered members of the Church (the "Members"), pursuant to the authority granted in R.C. Chap §1702 and Article 17 of most recent version of the Bylaws of the Congregation, wish to amend, restate, and supersede the Bylaws of the Congregation in its entirety and replace it with the terms and provisions contained herein.

NOW THEREFORE, the Members hereby resolve and agree to amend, restate, and supersede the Code of Regulations in its entirety and replace it with the terms and provisions contained herein.

ARTICLE I
PURPOSE

1.1. **Purpose**. The Church is organized under Ohio nonprofit law as a church whose purposes are to:

1.1.1 Provide a place of worship for its Members and conduct same according to the rules, regulations, lawful decrees, pronouncements, and decisions of the Maumee Valley Presbytery, Synod of the Covenant, and the General Assembly of the Presbyterian Church (U.S.A.).

1.1.2 Receive, hold, manage, disburse, and transfer property, real and personal, and to facilitate the management of its corporate affairs in such a manner as is in conformity with the Constitution of the Presbyterian Church (U.S.A.).

1.1.3 Do all things permitted by law and exercise all authority necessary or incident to any of the aforesaid purposes.

1.2. **Powers**. All the powers authorized and permitted by such powers as granted to the Church by the Ohio Revised Code Chapter 1702, as amended. The Church is an autonomous body and shall not be subordinated to any other organization.

ARTICLE II
MEMBERSHIP OF THE CHURCH

2.1 **Membership and its Duties.** The Church shall have Members (hereinafter collectively, the "Congregation"). The Congregation shall:

- 2.1.1 Elect members of the Session (as defined herein);
- 2.1.2 Elect Deacons (as defined herein);
- 2.1.3 Elect four (4) at-large Members of the Nominating Committee;
- 2.1.4 Approve any amendment of the Church's Articles of Incorporation or this Code of Regulations;
- 2.1.5 Buy, sell, or mortgage real property; and
- 2.1.6 Review, address, and/or perform any other matters as required by the Book of Order of the Presbyterian Church (U.S.A.).

2.2 **Annual Meeting of the Congregation.** The Congregation shall hold an annual meeting of the Church, at a date and time established by the Session, for any and all of the purposes appropriate for Congregational consideration (G-1.0502). Specifically, at such annual meeting, the Congregation will: (i) receive the annual budget; and (ii) approve pastoral terms of call.

2.3 **Other Meetings of the Congregation.** Meetings of the Congregation may be called by the Session, by the Presbytery, or by the Session when requested in writing by one-fourth (1/4) of the Members. Adequate public notice of all Congregational meetings shall be given by whomever is calling the meeting (G-1.0503).

2.4 **Voting.** Each Member shall be entitled to one vote on any matter properly submitted to the Congregation for their vote, consent, waiver, release, or other action. All questions coming before the Congregation for decision shall be decided by a vote of a majority of the Members in attendance at any meeting of the Congregation at which a quorum is present, except as otherwise provided by Ohio law, the Articles of Incorporation, or this Code, or the Constitution of the Presbyterian Church (U.S.A.). No vote of the Congregation may be conducted by mail, nor may any Member vote by proxy.

2.5 **Quorum.** In order for a quorum to be present at a meeting of the Congregation for the transaction of business, the following individuals must be in attendance at the meeting: (i) the Moderator; (ii) the Secretary; and (iii) ten percent (10%) of the Congregation. If there is not a quorum present at the time and place appointed for any meeting of the Congregation, a majority of those Members present may adjourn the meeting, without notice other than by announcement at the meeting, until a quorum shall be present.

2.6 **Attendance at Meetings.** Any or all the Members may attend and participate at a meeting of the Congregation by means of communications equipment if all persons participating can simultaneously hear and speak to each other through the use of such equipment. A Member attending a meeting of the Congregation through the use of communications equipment shall be included in determining whether a quorum is present at said meeting. For purposes of this Section, the term "hear" shall include any means of communication that reasonably accommodates a disability as defined under any applicable federal or state law.

ARTICLE III NOTICES AND MAILING

3.1 **Form.** Except as otherwise stated herein, any notice required to be given by this Code shall be: (i) delivered personally; (ii) sent by electronic mail transmission; (iii) sent by U.S. mail or courier service, with postage or fees prepaid; (iv) published in the Church Sunday bulletin and/or newsletter; or (v) announced at a Sunday worship.

3.2 **Waiver of Notice.** Notice of the time, date, place and purpose of any meeting of the Congregation or the Session may be waived by fax, telecopy, electronic mail transmission, or other writing, either before or after such meeting has been held.

ARTICLE IV GOVERNANCE

4.1 **The Session (Board of Ruling Elders).** The Church shall be governed by the Ruling Elders, which for purposes of Ohio nonprofit corporation law, shall be treated as Directors as defined in R.C. Chapter 1702, and collectively hereinafter referred to as the "Session".

4.2 **Number and Qualification.** The Session shall consist of nine (9) voting at-large Ruling Elders and one (1) *ex officio* voting member, who shall be the Moderator (also known as the Pastor and further referred to as a Teaching Elder). Only persons who are current Members of the Church may serve as a Ruling Elder. The Session shall have the authority to vote on all matters as set forth in the Book of Order and/or this Code of Regulations.

4.3 **Purpose and Authority.** The Session has the responsibility of governing the congregation and guiding its witness to God's activity in the world, so that the Congregation is and becomes a community of faith, hope, love, and witness (G-3.0201). The Session shall serve under the guidance of the Maumee Valley Presbytery and shall adhere to the Constitution of the Presbyterian Church (U.S.A.); the Book of Order and the Book of Confessions. The Session bears final authority for all matters and issues of congregational life and may empower and delegate certain Church responsibilities to others.

4.4 **Election and Term.** The Congregation shall elect three (3) Ruling Elders each year to serve as voting at-large members of the Session. A Ruling Elder shall serve for a term which shall expire after three (3) years on the date December 31st of the third year and shall hold office until the election and qualification of their successor or their earlier resignation, removal or death.

The Congregation may renew a Ruling Elder's term one (1) time. After a Ruling Elder has served two (2) consecutive terms, a Ruling Elder must wait one (1) year before serving again as a Ruling Elder. Any individual elected to fill a vacancy on the Session caused by resignation, removal or death of a Ruling Elder shall, subject to the other provisions of this Code, serve the remainder of the term of that Ruling Elder. Any individual elected to fill a vacancy on the Session caused by an increase in the authorized number of Ruling Elders shall, subject to the other provisions of this Code, serve until the expiration of the term (typically December 31st).

4.5 **Resignation/Removal/Death.** A Ruling Elder may resign at any time by giving written notice to the Secretary/Clerk of Session. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. A Ruling Elder's term of office shall automatically terminate upon the expiration of his/her Membership in the Church or upon his/her death.

4.6 **Vacancies.** Vacancies on the Session due to death, removal, resignation, or an increase in the authorized number of Ruling Elders may be filled at any time through those nominated by the Congregational Nominating Committee, with a majority vote of the Congregation at which a quorum was present.

4.7 **Meetings of the Session.** The Session shall hold stated meetings at least quarterly. The Moderator shall call a special meeting when he or she deems necessary or when requested in writing by any two members of the Session. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting. There shall be reasonable notice given of all special meetings. The Session shall also meet when directed by Presbytery. Sessions shall provide, by rule, for a quorum for meetings; such quorum shall include the Moderator and either a specific number of Ruling Elders or a specific percentage of those Ruling Elders in current service on the Session (G-3.0203). Meetings of the Session shall be opened and closed with prayer. Meetings shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*, except when it is in contradiction to the Constitution of the Presbyterian Church (U.S.A.) Session may also make use of processes of discernment in their deliberations prior to a vote as agreed upon by the body (G-3.0105).

4.8 **Attendance at Meetings.** To the extent permissible by law, any or all Ruling Elders may attend and participate at a Session meeting by means of communications equipment if all persons participating can simultaneously hear each other through the use of such equipment. A Ruling Elder attending a Session meeting through the use of communications equipment shall be included in determining whether a quorum is present at said meeting. For purposes of this Section, the term "hear" shall include any means of communication that reasonably accommodates a disability as defined under any applicable federal or state law.

4.9 **Quorum.** At all meetings of the Session, the Moderator plus the majority of the at-large Ruling Elders then in office and entitled to vote on matters before the Session shall constitute a quorum for the transaction of business, provided that whenever less than a quorum is present at the time and place appointed for any meeting of the Session, a majority of those present may adjourn the meeting, without notice other than by announcement at the meeting, until a

quorum shall be present. At any meeting of the Session at which a quorum is present, except as otherwise provided by Ohio law, the Articles of Incorporation, or this Code, all questions coming before the Session for decision shall be decided by a vote of a majority of the Ruling Elders/Moderator in attendance thereat.

4.10 **Action Without Meeting.** To the extent permissible by law, any action which may be authorized or taken at a Session meeting may be authorized or taken without a meeting in a writing or writings signed by the majority of the Ruling Elders/Moderator who would be entitled to notice of a meeting held for such purpose and entitled to vote at such meeting. Such action by written consent shall be filed with the minutes and records of the Church.

4.11 **Committees.** The Session may, by resolution, create such committees as it from time to time deems appropriate. Unless otherwise provided herein, all committees shall have at least one (1) Ruling Elder and/or Moderator serving as a member of the committee. The resolution creating any such committee shall designate the number of Ruling Elders or such other persons who are to serve as voting members or non-voting members of the Committee and the functions the committee shall discharge. Any vote of a committee shall be limited to a determination of a recommendation to the Session for action. Committees should meet as often as necessary to accomplish the tasks associated with their area of responsibility (ordinarily, monthly).

4.11.1 **Nominating Committee.** There shall be one (1) standing committee of the Church – the Nominating Committee. The Nominating Committee shall nominate individuals to fill any unexpected or unplanned vacancies of Ruling Elders and Deacons. The Nominating Committee shall consist of seven (7) members: the Chair of the Nominating Committee, who shall be a Ruling Elder chosen by the Session; a Ruling Elder (who is not also the Chair), as chosen by the Session; one Deacon, as chosen by the Board of Deacons; and four (4) at-large members that shall be chosen annually by the Congregation, from the Congregation, at a meeting of the Congregation. At-large members of the Nominating Committee may not also be serving as an officer.

4.12 **Board of Deacons.** The Deacons, or Board of Deacons, are elected by the Congregation and are engaged in the ministry of compassion and service (G-2.0202). Their ministry is under the supervision and authority of the Session. The Session has authorized the Board of Deacons to provide care, create fellowship opportunities and a sense of community for the Members and guests of our Church, striving to facilitate connection and emphasizing our common faith in God. The Board of Deacons should routinely collaborate with established committees of the church to as necessary to carry out their ministry.

ARTICLE V **OFFICERS**

5.1 **General Provisions.** Subject to the terms set forth herein, the Church shall have a Moderator, Secretary (hereinafter, “Clerk”), and Treasurer. The Session may, from time to time, create such offices and appoint such other officers, subordinate officers as it may determine

necessary. Election to the office of Clerk or Treasurer shall not be deemed to create a contract for employment nor shall it vest the person elected to such office with any rights as an employee.

5.2 **Clerk**. The Session shall elect a Clerk, the corporate Secretary of the Church. The duties of the Clerk include, but are not limited to, the following: (i) record the transactions of the Session; (ii) keep its rolls of Membership and attendance; (iii) maintain any required registers; (iv) preserve its records; and (v) furnish extracts from them when required by another council of the Presbyterian Church (U.S.A.). The Clerk shall be a Ruling Elder elected by the Session for such term as it may determine (G-3.0104) (currently annually, as further set forth in Section 5.4 herein).

5.3 **Treasurer**. The Session shall elect a Treasurer, the chief financial officer of the Church. The duties of the Treasurer include, but are not limited to, the following: (i) facilitate transfer of funds from restricted dedicated accounts to operating accounts in accordance with investment policy and needs of Church; (ii) receive bequests to Church, other than operating contributions, and direct funds according to donor's written instruction, or consult with the Church finance committee then in existence and develop a recommendation about how to invest undirected gifts (subject to Session approval); and (iii) sign checks, when necessary, after ensuring attached approval documents are proper.

5.4 **Term of Office – Clerk and Treasurer**. The Clerk and Treasurer shall serve a one-year term, which shall begin on January 1st and expire annually on December 31st. Nothing in this Code shall be deemed to prevent the Clerk or Treasurer from serving consecutive terms. The Session may remove the Clerk or Treasurer at any time, with or without cause, by a majority vote. The Clerk or Treasurer may resign at any time by giving written notice to the Session. A vacancy in the office of Clerk or Treasurer, however created, shall be filled by the Session for the unexpired term.

5.5 **Moderator**. The pastor shall be the principal officer of the Session, called the "**Moderator**". If it is impractical for the pastor to moderate, he or she shall invite another pastor (Minister of the Word and Sacrament) who is a member of the Presbytery or a person authorized by the Presbytery to serve as Moderator. If there is no installed pastor, or if the installed pastor is unable to invite another Moderator, the Presbytery shall make provision to the Church for a Moderator. The Moderator shall be responsible for implementing the policies of the Session, and shall have responsibility for the general supervision, management, control and oversight of the business of the Church, subject to supervision by and the orders of the Session, except when in conflict with the Book of Order of the Presbyterian Church (U.S.A.). The duties and responsibilities of the Moderator shall include providing periodic reports to the Session on the overall activities of the Church and performing all the duties usually incident to such office, or which may be imposed or required by the Session.

ARTICLE VI **INDEMNIFICATION**

6.1 **Standard of Conduct**. To the extent permitted by Ohio law, the Church shall indemnify any present or former Ruling Elder, Officer, Deacon, committee member, and key

administrative staff employee (collectively, an “Indemnitee”) against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative, investigative, to which such person is or could reasonably expect to be made a party, provided:

- 6.1.1 that such person was not guilty of willful or wanton misconduct in the performance of his or her duties to the Church;
- 6.1.2 that such person acted in good faith in what they reasonably believed to be the best interests of the Church; and
- 6.1.3 that, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that their conduct was unlawful.
- 6.1.4 The determination as to Sections 6.1.1 through 6.1.3 above shall be made:
 - (i) by a majority vote of a quorum of the Session consisting of said Ruling Elders who are not or were not parties to or threatened with such action, suit, or proceeding; or
 - (ii) if such a quorum is not available, or even if obtainable, if a majority of such quorum of disinterested Ruling Elders so directs, by a written opinion of independent legal counsel to whom the matter may be referred by a majority of Ruling Elders. Any independent counsel or a firm associated with the attorney shall not have performed services for the Church or any person to be indemnified within the past five (5) years.

6.2 **Termination of Claim.** The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or plea of guilty or *nolo contendere* shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.

6.3 **Prevailing Claim.** To the extent that any such person has been successful on the merits, on a procedural basis or otherwise, with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including reasonable attorneys' fees, incurred in connection therewith regardless of the determination specified in Section 6.1.4 herein.

6.4 **Non-Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Articles of Incorporation, the Code of Regulations, agreements, insurance coverage, or otherwise. The

indemnification provided by this Article shall continue as to a person who has ceased to be a Ruling Elder, officer, committee member, or key administrative staff employee, and shall inure to the benefit of the heirs, executors, and administrators of such person.

6.5 **Compliance with Statute.** Irrespective of the provisions of this Article, the Board of Directors at any time or from time to time, may approve the indemnification of Directors, officers, Deacons, committee members, and/or key administrative staff employee or other persons to the full extent permitted by the provisions of the Ohio General Nonprofit Corporation law at the time in effect, whether on account of past or future transactions.

6.6 **No Limitation.** The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Ohio shall not be construed as limiting any right of indemnification of any Indemnitee which has accrued under an existing law. It is the intention of this provision that any liberalization of the law of the State of Ohio shall inure to the benefit of an Indemnitee entitled to indemnification. No change in the law of Ohio decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

6.7 **Severance.** If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effect of the remaining provisions of this Article shall not be affected.

ARTICLE VII MISCELLANEOUS

7.1 **Fiscal Year.** The fiscal year of the Corporation shall end on the 31st day of December in each year, or on such other day as may be fixed from time to time by the Session.

7.2 **Negotiable Instruments.** All checks, drafts, bills of exchange, notes, acceptances, obligations and other instruments for the payment of money shall be governed by policies and procedures set forth in the current policy and procedure manual of the Church.

7.3 **Deeds, Contracts and Miscellaneous Instruments.** The Treasurer, or such other officer designated by the Session, shall, acting alone, have full power and authority to secure and deliver, or cause to be executed and delivered, in the name of or on behalf of the Church, any and all ordinary contracts necessary and proper for the usual conduct and operation of the business of the Church, subject to the approval or ratification of such contracts by the Session. All other contracts, deeds, bond, choses in action, leases, land contracts, mechanics' liens, and all transfers, assignments, releases and discharges of mortgages shall be made in the name of the Church and shall be signed for all such purposes by the Moderator or Clerk, unless otherwise authorized by the Session.

7.4 **Construction of Terms and Headings.** Words used in this Code of Regulations shall be read as the masculine or feminine gender and as the singular or plural, as the context

requires. The captions or headings in this Code are for convenience only and are not intended to limit or define the scope or effect of any provision of this Code.

ARTICLE VIII **AMENDMENTS**

This Code of Regulations may be altered, amended or repealed, and new Regulations may be adopted, by majority vote of the Members at the annual meeting of the Congregation at which a quorum is present.

FIRST PRESBYTERIAN CHURCH

OF

FINDLAY, OHIO

BYLAWS OF THE CONGREGATION

1. The First (United) Presbyterian Church of Findlay being a particular congregation of the Presbyterian Church (U.S.A.) recognizes that the Constitution of said church, in all its provisions, obligatory upon it and its members. (G-2.000)
2. Annually, there shall be a meeting of the congregation in the church edifice for the transaction of election of church officers and other business the session designates.
3. Special meetings may be called by the Session or the Presbytery. Such calls shall state clearly the purpose of such meeting, and no other matter save that specified in the call may be considered.
4. Public notice of the time, place, and purpose of all meetings of the congregation shall be given on two successive Sundays prior to the appointed time (G-7.0303) and by publication in any church newsletter or other regular publication of the church mailed to the church membership.
5. The pastor shall preside. If the church is vacant, or if the pastor and the ruling elders agree that the subjects to be discussed require it, or if the pastor is ill or otherwise unable to be present, a minister of Maumee Valley Presbytery shall be invited by the Session to preside. (G-11.0500) This invitation shall be cleared through the Committee on Ministry of Maumee Valley Presbytery.
6. The Clerk of the Session shall be secretary of the meetings of the congregation. In case of her/his inability to attend, the Session shall designate a secretary in her/his stead.

7. All active members of the First Presbyterian Church of Findlay, of whatever age, shall be entitled to vote at congregational meetings. (G-5.0200)
8. Voting by proxy is not allowed.
9. Meetings shall be conducted in accordance with the most recent edition of Roberts' Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise. (G-9.0302)
10. All meetings shall be opened and closed with prayer.
11. A quorum shall consist of the moderator, secretary, and one-tenth of the active members. (G-7.0305)
12. There shall be twelve ruling elders divided into three classes, one class of whom shall be elected each year for a three-year term. No ruling elder shall serve on the Session for consecutive terms; but shall be eligible to be elected for a new term after one year shall have elapsed. Two or more members of the same familial unit related by blood or marriage shall not be permitted to simultaneously serve as ruling elders.
13. There shall be twelve deacons divided into three equal classes, one class of whom shall be elected each year for a three-year term. No deacon shall serve on the Board of Deacons for consecutive terms; but shall be eligible to be elected to a new term after one year shall have elapsed. The transition from eighteen deacons to twelve deacons will take place over a three year period of time, beginning in 2011 with the class of 2013. Two or more members of the same familial unit related by blood or marriage shall not be permitted to simultaneously serve as ruling deacons.
14. Vacancies on the Session or Board of Deacons may be filled at a special meeting of the congregation or at the annual meeting, as the Session may determine.
15. There shall be a representative nominating committee of active members of the church. Two (2) members of this committee shall be designated by and from the Session, one (1) one of whom shall be named by the Session as chairman; one (1) member of this committee shall be

designated by and from the Board of Deacons, and one (1) by and from the Board of Trustees. In addition, five (5) members shall be chosen at-large by the church congregation. Members-at-large of said Nominating Committee shall be elected at the annual congregational meeting and shall hold office until their successors are elected. Two or more members of the same familial unit related by blood or marriage shall not be permitted to simultaneously serve as nominating committee members. Members of the committee from the representative church boards shall be elected or designated at the first meeting of said board following the annual congregational meeting and said members shall serve until their successors are duly elected or designated. Members of the Nominating Committee shall be ineligible for re-election after serving two (2) consecutive terms. The pastor of the church shall be a member of this committee ex officio but without vote. (G-14.0201b) At the annual meeting of the congregation or at a special meeting called for the purpose of filling any vacancy, the Nominating Committee shall nominate one (1) eligible person only for each office to be filled and five (5) members-at-large for the succeeding Nominating Committee, the consent of all of said persons having first been obtained. In addition, the list of nominees shall be made known to the membership of the church through the publication in any church newsletter mailed to the church membership at least two (2) weeks preceding said meeting. Following the report of the Nominating Committee, nominations may be made by representatives of any organized group within the church and further nominations of qualified persons may be made from the floor by any eligible voter; provided, however, the consent of any person so nominated shall have been obtained prior to the time the nomination is made. If more than one (1) nomination is made for each office or nomination committee position, the vote shall be by secret ballot. Members serving on the Congregational Nominating Committee will be ineligible to be nominated to serve on a Board or Committee of the Congregation for the duration of their terms of service on the Congregational Nominating Committee.

16. At a meeting of the congregation to be held in January of each year, the Session shall report as to the annual review of the adequacy of the compensation of the pastors. When the congregation is reviewing the pastors' compensation (Form of Government, G-7.0302, G-7.0304C, G-7.0306), the pastors may be excused and the Clerk of the Session may preside for this purpose only. The Clerk of the Session shall, under these circumstances, allow no discussion but that which is specifically related to a motion to raise, decrease, or continue the compensation of the pastors. The first order of business shall be the consideration of a motion to adopt the report of the Session. If the report of the Session is not adopted, the floor shall be open for the consideration of a motion to raise, decrease or continue the compensation of the pastors.
17. These Bylaws may be amended at any annual meeting or any special meeting called for said purpose by a two-thirds (2/3) vote of the voters present; provided, however, a full reading of the proposed change or changes shall be made in connection with the call of the meeting or in the alternative, a printed copy of said proposed change or changes shall be mailed to all members of the congregation at their last known address at least one (1) week prior to said annual or special meeting; and provided further, these Bylaws may not be amended contrary to or so as not to include the provisions of the Constitution of the Presbyterian Church (U.S.A.) of America.

Adopted November 29, 1967

Amended January 19, 1969: Requiring eight members-at-large on Nominating Committee

Amended May 18, 1969: Nominating Committee: four of eight nominated from floor

Amended September 12, 1971: Increased Session to eighteen members

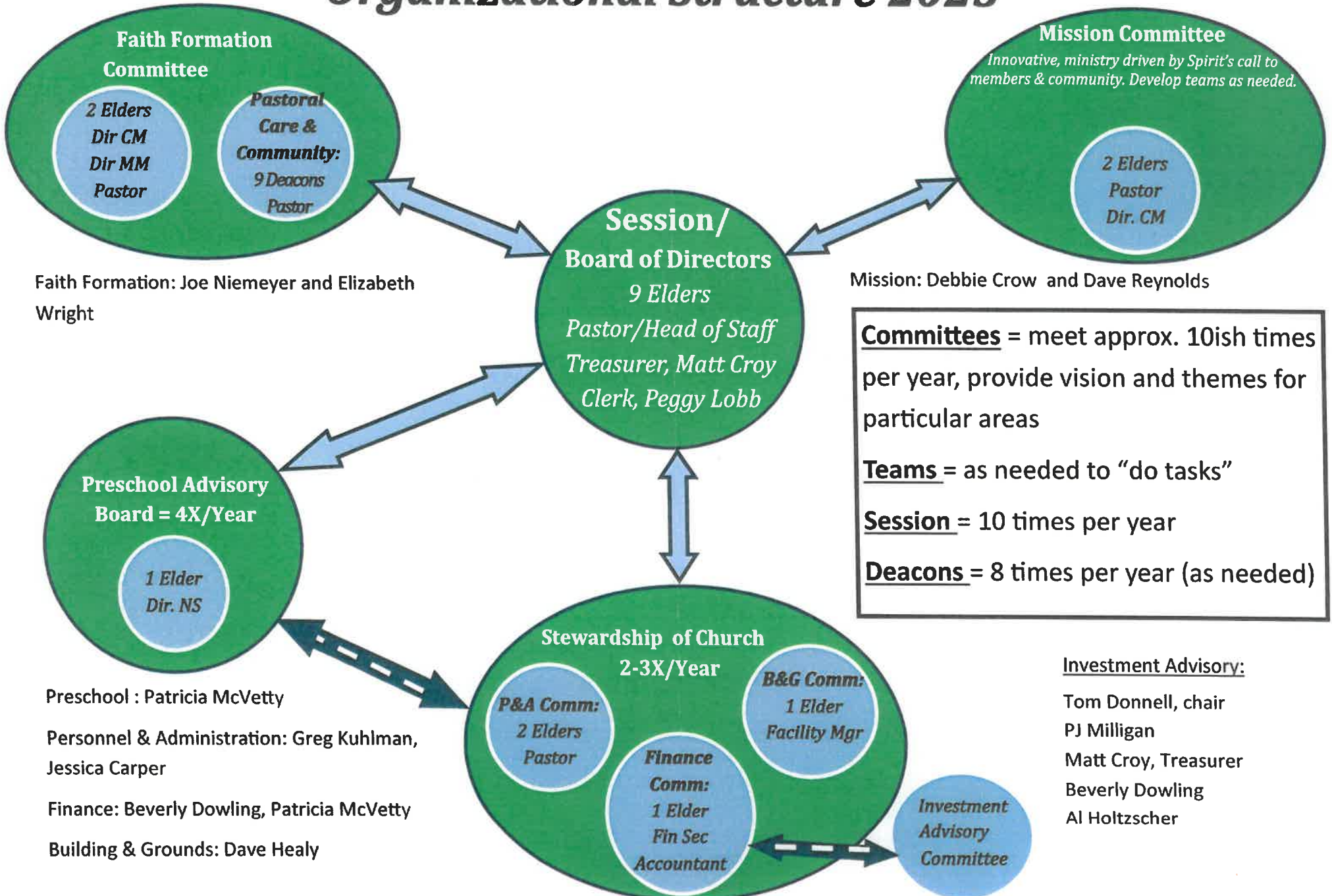
Amended January 20, 1980: Reduced Nominating Committee to nine; members-at-large nominated in advance.

Amended January 18, 1987:	To conform to The Constitution of the Presbyterian Church (U.S.A.) 1986-87
Amended January 21, 1996:	Increased Session to twenty members
Amended November 17, 2002:	Removed the vote by secret ballot for Pastors' compensation.
Amended October 9, 2005	Remove the election of elders and deacons "at the annual meeting."
Amended January 10, 2010	Increased session to twenty-one members
Amended November 7, 2010	decreased Board of Deacons to twelve members
Amended October 9, 2011	changed annual meeting from January to the third Sunday of November
Amended November 23, 2014	Section 12 – decreased number of ruling elders to 15, over a 3 year period beginning in 2016; added the youth elder; members of the same familial unit not permitted to serve simultaneously: Section 13 - members of the same familial unit not permitted to serve simultaneously: Section 15: members of the same familial unit not permitted to serve simultaneously: Section 16 – making the reference to pastor to be plural, i.e. pastor(s)
Amended March 22, 2015	Section 15 – addition: Members serving on the Congregational Nominating Committee will be ineligible to be nominated to serve on a Board or Committee of the Congregation for the duration of their terms of service on the Congregational Nominating Committee.
Amended May 8, 2016	Section 16 – change: "At the annual meeting" to "At a meeting of the congregation to be held in January of each year...."
Amended December 15, 2019	#2 shall now read: Annually, there shall be a meeting of the congregation in the church edifice for the transaction of election of church officers and other business the session designates. #12 shall now read: There shall be twelve ruling elders divided into three classes, one class of whom shall be elected each year for a three-year term. No ruling elder shall serve on the session for consecutive terms; but shall be eligible to be elected for a new term after one year shall have elapsed.

Two or more members of the same familial unit related by blood or marriage shall not be permitted to simultaneously serve as ruling elders.

First Presbyterian Church, Findlay, Ohio

Organizational Structure 2025



Faith Formation: Joe Niemeyer and Elizabeth Wright

Mission: Debbie Crow and Dave Reynolds

Committees = meet approx. 10ish times per year, provide vision and themes for particular areas

Teams = as needed to "do tasks"

Session = 10 times per year

Deacons = 8 times per year (as needed)

Preschool : Patricia McVetty

Personnel & Administration: Greg Kuhlman, Jessica Carper

Finance: Beverly Dowling, Patricia McVetty

Building & Grounds: Dave Healy

Investment Advisory:

Tom Donnell, chair
PJ Milligan
Matt Croy, Treasurer
Beverly Dowling
Al Holtzscher