

## **Organizations in the Church \_\_\_\_\_ 6000**

## **Montessori By-Laws \_\_\_\_\_ 6100**

### CONSTITUTION AND BY-LAWS FIRST PRESBYTERIAN CHURCH - MONTESSORI KINDERGARTEN LaGrange, Georgia

#### ARTICLE I Name and Purpose

- A. The name of this association shall be “The First Presbyterian Montessori Kindergarten:”, and shall be subject to and under the supervision, direction, and control of the First Presbyterian Church of LaGrange, Georgia.
- B. The purposes of this Kindergarten are to help each child to develop within himself the foundation for a lifetime of creative learning through the principles and concepts established by Dr. Maria Montessori; to provide an environment for growth in Christian Living, and to provide opportunities to learn about and celebrate events of the Christian year.

#### ARTICLE II Organization

- A. This organization shall be a non-profit, unincorporated association. However, it may charge and accept compensation for services rendered and may accept contributions and gifts. It shall compensate and pay salaries and expenses for any services rendered to it.
- B. The organization shall be managed by a Kindergarten Board of Directors, hereinafter referred to as the “Board.”
- C. The Board has the authority to hire, employ, and discharge teachers, instructors, and any personnel it deems necessary and proper for carrying out the purposes of this organization.
- D. The Board shall have the following makeup:
  - 1. One member from the Christian Education Council selected by the Council. This person shall serve a three-year term.

2. Three at-large members from the congregation of the First Presbyterian Church, nominated by the C. E. Council and elected by the Session to serve three year terms with one rotating off the Board each year. One member should always be an active elder.
  3. Three members from the parents of the Kindergarten children, to be appointed by the Director or Directress of the Kindergarten for three year terms, one rotating off the Board each year.
  4. Terms of the above members shall commence on January 1.
  5. The Minister of the First Presbyterian Church, ex-officio.
  6. The Director of Christian Education of the First Presbyterian Church, ex-officio.
  7. The Directors and/or Directresses of the Kindergarten, ex-officio.
- E. The daily affairs of the Kindergarten shall be managed by the Director of Directress of the Kindergarten.

ARTICLE I

NATURE AND PURPOSE OF CORPORATION

1.1 Nonprofit Organization. As a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, FIRST PRESBYTERIAN CHILD CARE, INC. (the "Corporation") shall have no capital stock and no shareholders, and no part of the net earnings, income or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private individuals except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its religious, charitable and educational purposes.

1.2 Purposes. As set forth in its Articles of Incorporation, the Corporation is organized for religious, charitable and educational purposes and to engage in any other activities not specifically prohibited to nonprofit corporations under the laws of the State of Georgia and to organizations qualifying for tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The purposes of the Corporation shall include, but not be limited to, providing, at an affordable cost, an early childhood care program for preschool children in an atmosphere that promotes their spiritual, emotional, physical and mental development.

ARTICLE II

RELATIONS BETWEEN FIRST PRESBYTERIAN CHURCH OF LAGRANGE, INC. AND FIRST PRESBYTERIAN CHILD CARE, INC.

2.1 Authority for the Operation of First Presbyterian Child Care, Inc. It is recognized that the Corporation is a mission function of First Presbyterian Church of LaGrange, Inc., thereby deriving its authority from the Session of that church. The Corporation shall be governed by both its bylaws and the bylaws of First Presbyterian Church of LaGrange, Inc.. Further, it is recognized that the Corporation shall also be operated in accordance with those controlling rules and regulations promulgated by the Georgia Department of Human Resources Day Care Licensing Section.

2.2 Reporting Responsibilities. Representatives of the Corporation shall report on the programs and activities on a regular basis to the Session of First Presbyterian Church of LaGrange, Inc.

ARTICLE III

## BOARD OF DIRECTORS

3.1 General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, subject to any restrictions imposed by law, the Articles of Incorporation, these Bylaws, and the Session of the First Presbyterian Church of LaGrange, Inc.

3.2 Appointment and Term of Office. The number of directors of the corporation shall be nine (9); although this number may be increased or decreased by resolution of the Session of the First Presbyterian Church of LaGrange, Inc. The Directors shall be appointed by the Session of First Presbyterian Church of LaGrange, Inc. The terms of the directors shall be for three (3) years, except for the initial directors, and no director shall serve more than two (2) successive terms.

The members of the initial Board of Directors serving for a one (1) year term shall be Mike Angstadt, Lisa McCoy, and Janice Westbrook. The members of the initial Board of Directors serving for a term of two (2) years shall be Ray McKenzie, Betty Yarbrough, and Natalie Doerr. The members of the initial Board of Directors serving for a term of three (3) years shall be Ed Waltemath, Heather Paschal, and Betty Drinkard.

3.3 Removal. Any director may be removed from office with or without cause by the Session of the First Presbyterian Church of LaGrange, Inc. Any vacancy occurring on the Board of Directors may be filled for the unexpired term by appointment of the Session of First Presbyterian Church of LaGrange, Inc.

3.4 Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such times and places as may be determined by the directors. Special meetings of the Board of Directors may be called by the chairperson or by any five- (5) members of the Board of Directors upon giving reasonable notice to each member of the Board of Directors.

3.5 Quorum. A majority of the directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of directors present shall be the act of the Board of Directors, unless a greater vote should be required by law, the Articles of Incorporation, or these Bylaws.

3.6 Directors to be Appointed from Representative Groups. All directors shall be active members of the First Presbyterian Church of LaGrange, Inc. It is intended that the directors shall be composed of three (3) members representing the congregation at large, three (3) members representing the consumer group, and three (3) officers of First Presbyterian Church, LaGrange, Inc., one of whom shall be in active service on the Session. The composition of the Board of Directors may, however, be amended by resolution of the Session of First Presbyterian Church of LaGrange, Inc.

3.7 Reports to the Session. The Board of Directors, through one of its members from the Session, shall make monthly reports to the Session on the programs and activities of First Presbyterian Child Care, Inc.

## ARTICLE IV

### OFFICERS

4.1 In General. The officers of the Corporation shall consist of a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and such other officers or assistant officers as may be elected by the Board of Directors. Each officer shall hold office for the term to which he or she has been elected or appointed and until his or her successor has been elected or appointed and has qualified, or until his or her earlier resignation, removal from office or death. Any two or more offices may be held by the same person, except that the same person shall not be both Chairperson and Secretary.

4.2 Chairperson. The Chairperson shall be the Chief Executive Officer of the Corporation and shall give general supervision and direction to the affairs of the Corporation, subject to the direction of the Board of Directors. The Chairperson shall preside at all meetings of the Board of Directors, as well as being an ex-officio member of all standing committees.

4.3 Vice Chairperson. The Vice-Chairperson shall act in case of the absence or disability of the Chairperson and shall have other duties as may be assigned by the Chairperson or the Board of Directors.

4.4 Secretary. The Secretary shall give notice of all meetings of the Board of Directors for which notice is required, shall keep the minutes of the proceedings of the Board of Directors, and shall maintain the general records of the Corporation.

4.5 Treasurer. The Treasurer shall be responsible for the maintenance of proper financial books and records of the Corporation, and shall have custody of its funds and other assets.

4.6 Other Authority and Duties. Each officer, employee and agent of the Corporation shall have such other duties and authority as may be conferred upon him or her by the Board of Directors or delegated to him or her by the Chairperson.

4.7 Removal. Any officer may be removed at any time by the Board of Directors, and such vacancy may be filled by the Board of Directors.

4.8 Compensation. No salaries shall be paid to directors or officers for their services in such capacity, but the Board of Directors may authorize reimbursement of expenses incurred by them on behalf of the Corporation.

## ARTICLE V

### DEPOSITORIES, SIGNATURES AND SEAL

5.1 Depositories. All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the Corporation by such person or persons as the Board of Directors and the Session of First Presbyterian Church of LaGrange, Inc. may from time to time designate.

5.2 Execution of Legal Instruments. All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the Chairperson or by such other officer, officers, agent or agents as the Board of Directors may from time to time provide.

5.3 Seal. The seal of the Corporation shall be as follows:

## ARTICLE VI

### INDEMNITY

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith in a manner reasonably believed to be in or not opposed to the best interest of the Corporation (and with respect to any criminal action or proceedings, if he or she had no reasonable cause to believe his or her conduct was unlawful), to the maximum extent permitted by and in the manner provided by the Georgia Nonprofit Corporation Code, and, if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended.

## ARTICLE VII

### AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS

The Board of Directors shall, with the approval of the Session of the First Presbyterian Church of LaGrange, Inc., have the power to alter and amend the Articles of Incorporation or Bylaws and to repeal the Bylaws or to adopt new Bylaws. Action by the directors with respect to the Articles of Incorporation or Bylaws shall be taken by an affirmative vote of a majority of the directors then in office.

Article III, Section 3.6, 3.7 amended by Session November 9, 1999.

**BYLAWS OF THE PRESBYTERIAN WOMEN**

**First Presbyterian Church of LaGrange**

**ARTICLE I**

**Name**

The name of this organization shall be Presbyterian Women, First Presbyterian Church, LaGrange, Georgia hereinafter referred to as Presbyterian Women

**ARTICLE II**

**Purpose**

The purpose of this organization shall be to provide opportunities for women, as individuals and in groups, to grow in the knowledge of Christ through prayer and Bible study. They will also be strengthened as members of His Body in our contemporary world in order that they may understand and fulfill the particular responsibilities they have in the family, in the congregation, in the community and around the world.

**ARTICLE III**

**Membership**

**Section 1.** The membership shall be open to all the resident women of First Presbyterian Church together with other women interested in the work of the church.

**Section 2.** The membership of Presbyterian Women shall be divided into circles and shall be distributed to form circles of as nearly equal strength as possible.

**Section 3.** The Presbyterian Women shall hold membership in the Presbyterian Women of the Presbytery of Greater Atlanta.

**ARTICLE IV**

**Coordinating Team Officers and Terms of Office**

**Section 1.** The Coordinating Team shall consist of the officers of Presbyterian Women who shall be: Moderator, Vice-Moderator, Secretary, Treasurer, and the following four Program Council Chairmen: Personal Faith and Family Life, Christian Community Action, Ecumenical Mission and Relations, and Leadership and Resources. Also a Chairman for each circle and any special committee chairmen as deemed appropriate by the Moderator.

**Section 2.** There shall be an annual election of officers of the Presbyterian Women in the spring. The term of office shall be two years. No officer shall serve more than one term in the same office consecutively, with the exception of the Treasurer who may serve two terms.

**Section 3.** The officers shall be divided into two groups, each group to be elected in alternate years for a term of two years to attend and report at Coordinating Team monthly meetings.

**Group I**

Moderator  
Treasurer  
Personal Faith & Family Life  
Christian Community Action  
Circle Chairmen (2 & 4)

**Group II**

Vice-Moderator  
Secretary  
Ecumenical Mission & Relations  
Circle Chairmen (1 & 3)  
Leadership & Resources

**ARTICLE V**

**Nominations and Elections**

**Section 1.** Chairman of the Leadership and Resource, Chairman of the Nominating Committee, the Vice-Moderator, and 1 appointee from the Coordinating Team shall serve as members of the Nominating Committee. The Moderator shall serve ex-officio, without vote. The proposed slate of officers shall be presented to, and approved by, the Coordinating Team in February. The election of officers shall be held at the February meeting of the Presbyterian Women. Nominations may be made from the floor provided the nominees have previously consented. A majority of votes cast shall constitute election. When there is only one candidate for an office, the election may be by acclamation.

**Section 2.** The newly-elected officers shall be installed at the Annual Meeting in May and shall assume office at the close of the meeting. The retiring officers and chairmen

shall complete the business of the year's work, and shall surrender to their successor's books and papers essential to their respective offices at the joint Coordinating Team meeting in June.

**Section 3.** The Chairman of the Nominating Committee shall appoint persons to fill vacancies occurring in office.

## **ARTICLE VI**

### **Meetings and Quorums**

**Section 1.** Regular monthly meetings of the Circles and the Coordinating Team shall be held at the church or in the homes of members. Meetings in June, July, and August are optional. General meetings of the Presbyterian Women shall be held in September, February, and May.

**Section 2.** The Annual Meeting of the Presbyterian Women shall be held in May and shall be for the purpose of reporting the year's work and installing officers and chairmen and for any other necessary business to come before the meeting.

**Section 3.** Twenty-five members shall constitute a quorum.

## **ARTICLE VII**

### **Duties of the Coordinating Team**

**Section 1.** The Coordinating Team shall consist of the elected and appointed officers as listed in Article IV, Section 3.

**Section 2.** It shall be the duty of the Coordinating Team to: Set goals and objectives for the new program year as outlined in the year book.

1. Review and evaluate the work of Presbyterian Women periodically.
2. Approve and coordinate plans presented by the Program Council
3. Hear reports from Officers, Program Chairmen, and Circle Chairmen.
4. Approve the Annual Budget before its adoption by the Presbyterian Women.
5. Oversee expenditures and approve unbudgeted expenditures.
6. Maintain accountability and relationships to the Diaconate through the Annual Report.
7. Maintain relationships with the Presbyterian Women in the Presbytery.

## **ARTICLE VIII**

### **Program Council**

**Section 1.** The Program Council shall consist of the four Program Committee Chairmen, Circle Chairmen, and the Moderator who shall serve as its Chairman.

**Section 2.** The Program Council shall plan the total annual program of the Presbyterian Women in order to:

1. Provide opportunities and resources by which the women may strengthen the power of the Holy Spirit in their personal faith and commitment to Jesus Christ.
2. Provide suggestions and resources by which women may be helped to fulfill the particular responsibilities they have in the family, in the community, and in the world.

## **ARTICLE IX**

### **Duties of Officers**

**Section 1.** The Moderator shall:

1. Preside at all meetings of the Coordinating Team and General meetings of the Presbyterian Women.
2. Be an ex-officio member of all committees and Circles without vote.
3. Be the key person to receive communications from the Presbyterian Women of the Presbytery.
4. Attend meetings of Presbytery organizations as required or appoint an officer to serve in her stead.
5. Be Chairman of the Program Council which she shall convene to establish the program for the year.
6. Appoint Chairmen of Standing or Special Committees with the exception of the four elected Program Committees and Circle Chairmen.
7. Present a report of the year's work in May at the Annual Meeting of the Presbyterian Women and shall send a copy to the Diaconate.
8. Report to the Presbytery in accordance with instructions.
9. Have signature along with Treasurer's for check writing at the bank.
10. Receive requests from LaGrange Council of Church Women.

**Section 2.** The Vice-Moderator shall:

1. In the absence of the Moderator, perform all duties of the Moderator.
2. Contact all new women of the church assigning them to a Circle.
3. Oversee the division of the membership into Circles and compile the yearbook.

4. Keep an accurate file of the membership and recommend to the Coordinating Team when additional Circles are needed.
5. Present to the Moderator a written report of her work annually in May.
6. Recognize newborns of church members with a rose placed on the organ and a gift of a Bible.
7. Be responsible for PW announcements in church publications.

**Section 3.** The Secretary shall:

1. Keep in permanent form a written record of all General and Coordinating Team meetings of the Presbyterian Women.
2. Send one copy of the Team minutes to the Moderator before the next meeting and one copy to the church secretary.
3. Conduct correspondence as requested by the Moderator.
4. Prepare press releases for the newsletter.

**Section 4.** The Treasurer shall:

1. Receive all funds of the Presbyterian Women.
2. Pay all bills and make disbursements according to the budget.
3. Make a monthly report to the Coordinating Team and an annual report in May.
4. Provide the Clerk of the Session with a financial report at the time and in the form requested.
5. Serve as Chairman of the Finance Committee.
6. Have the books audited at the end of each treasurer's term.

## **ARTICLE X**

### **Committees and Their Duties**

**Section 1.** Chairman of the following committees shall be elected by the Presbyterian Women:

Personal Faith and Family Life  
Christian Community Action  
Ecumenical Mission and Relations  
Leadership and Resources  
Circle Chairmen

**Section 2.** Duties of Committees:

- A. Personal Faith and Family Life

Personal Faith and Family Life Chairman shall:

1. Give or delegate responsibility for devotions at General Meetings and Team meetings.
2. Present to the Moderator a written annual report in May.
3. Plan for participation in the Birthday Celebration and May program.
4. Send cards and notes of condolence and concern to members of Presbyterian Women when appropriate.
5. Serve as a member of the Finance Committee.

B. Christian Community Action

The Christian Community Action Chairman shall:

1. Oversee projects and areas for service:
  - i. Clothing Center
  - ii. Food Closet
  - iii. Drive for underwear and sock for Clothes Closet
2. Present to the Moderator a written annual report in May.

C. Ecumenical Mission and Relations

The Ecumenical Mission and Relations shall:

1. Publication of church Food Drive in September
2. Present to the Moderator a written annual report in May.
3. Be responsible for the February General meeting program on missions.

D. Leadership and Resources

The Leadership and Resources Chairman shall:

1. Secure literature and supplemental Bible study materials of the Presbyterian Women.
2. Be responsible for November gifts of local nursing homes.
3. Serve as Chairman of the Nominating Committee.
  - i. With her committee, prepare a slate of candidates for office to be elected.
  - ii. Seek recommendations from all Circle Leaders for proposed candidates for office.
  - iii. Convene her committee of Vice-Moderator, one appointee from the Coordinating Team, and Moderator who shall serve ex-officio to prepare a proposed slate to present to the Coordinating Team at the February meeting.
  - iv. Appoint leaders to fill un-expired terms.
4. Serve as a member of the Finance Committee.
5. Present to the Moderator a written annual report in May.

E. Circle Chairmen

The Circle Chairmen shall:

1. Preside at Circle meetings.
2. Direct activities of Circle

3. Present to the Moderator a written annual report in May.

**Section 3.** There shall be the following Standing Committees:

A. Finance

The Finance Committee shall consist of the Treasurer as Chairman, the Chairman of Personal Faith and Family Life, and the Chairman of Leadership and Resources. The Moderator shall serve without vote. The Finance Committee shall compile a tentative budget annually based on the program established by the Coordinating Team and shall present it to that Team for approval in May. The Finance Committee shall present the budget to the Presbyterian Women for adoption at the May General Meeting.

B. Bylaws and Revisions

The Bylaws and Revisions Committee shall consist of the Moderator, Past Moderator and Secretary. This committee shall study the bylaws annually and shall consider written suggested amendments.

The Bylaws and Revisions Chairman Shall:

1. Convene the committee as requested.
2. Report to the Coordinating Team as required.

## ARTICLE XI

### Circles

**Section 1.** Those Presbyterian Women who so desire shall be divided into Circles

**Section 2.** The membership shall be divided into Circles of equal strength every year with the exception of the Virginia Evans Home Circle.

**Section 3.** Each Circle shall have a Chairman, Co-Chairman, Treasurer, Home Circle Chairman, Social Chairman.

**Section 4.** The Circle Chairman shall preside at Circle meetings and shall direct its activities. In her absence, the Co-Chairman shall assume the responsibilities of the Chairman. The Chairman shall serve as liaison between the Circle and the Coordinating Council. She shall present to the Moderator a written annual report of her work in May.

**Section 5.** The Circles are designated to provide for the individual woman personal fellowship that will assure her of the support of friends who have an interest in and concern for her; to provide Bible study and discussion of its meaning for women in today's world; to seek creative planning for the work of the church; to serve with other Christian Women in meeting the needs of people at home and overseas; to pray

together for the concerns of the members of the congregation, for the work of Christ in their homes, in the community, through their Church, and around the world.

## **ARTICLE XII**

### **Finances**

**Section 1.** The Presbyterian Women shall be supported by the voluntary offerings of its members.

**Section 2.** Circles and individual members shall not assume any financial responsibilities for outside activities without the approval of the Coordinating Team.

**Section 3.** The Presbyterian Women shall cooperate in supporting the Presbyterian Women of The Presbytery of Greater Atlanta.

## **ARTICLE XIII**

### **Representation**

**Section 1.** The Presbyterian Women may have representation to various organizations within the area as decided by the Coordinating Team from time to time.

## **ARTICLE XIV**

### **Authority**

**Section 1.** The Presbyterian Women shall be responsible to the Diaconate of the Church.

## **ARTICLE XV**

### **Parliamentary Authority**

**Section 1.** Robert's Rules of Order, Newly Revised, shall govern Presbyterian Women in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the Constitution of the Presbyterian Church (USA), and any special rules of order the Presbyterian Women may adopt.

## **ARTICLE XVI**

### **Amendments**

**Section 1.** These Bylaws may be amended by a two-thirds vote of the members of the Coordinating Team.

Revised June 2010  
Lb 4/00