

**BYLAWS OF  
FIRST PRESBYTERIAN CHURCH OF LYNN HAVEN, INC.  
LYNN HAVEN, FLORIDA**

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**PHYSICAL LOCATION OF CORPORATION OFFICE**

The principal office of the corporation shall be established and maintained at 810 Georgia Avenue, Lynn Haven, Florida 32444.

**MEMBERS OF THE CORPORATION**

Members of the Corporation include all active members on the membership roll of First Presbyterian Church.

**MEETINGS OF THE CORPORATION**

1. Place of Meetings: Meetings of members shall be held at the principal office of the corporation or at such place within or without the State of Florida as the board shall authorize.
2. Annual Meeting: The annual meeting of members shall be held on the second Sunday in February or such other date in January or February in each year as may be set by the Trustees. The members shall meet for the transaction of any business properly coming before such meeting.
3. Special Meetings: Special meetings of the members may be called by the board or by not less than one-tenth of all members entitled to vote at the meeting. A meeting requested by members shall be called for a date not less than ten nor more than sixty days after the request is made. The secretary shall issue the call for the meeting unless the president, the board, or the members shall designate another to make said call.
4. Notice of Meetings: Notice of meetings of the membership shall be in accordance with notice of meetings of the congregation in accordance with the Book of Order.
5. Voting: Every active member shall be entitled at each meeting and upon each proposal presented at each meeting to one vote. The affirmative vote of a majority of the members present at the meeting shall be the act of the members.
6. Means of Voting: When possible, voting shall take place in person, either by voice or by ballot, at the discretion of the Trustees. Electronic voting may be utilized when in person voting is not possible.
7. Quorum: A quorum for the membership of this corporation shall be the same as a quorum of the congregation as set forth in the Book of Order.
8. Proxies: Voting by proxy is not allowed.

**TRUSTEES**

1. Board of Trustees: The elders in active service by reason of their office shall be the trustees of this corporation, or as set forth in the Articles of Incorporation.

2. Quorum of Trustees: A majority of the trustees shall constitute a quorum for the transaction of business. At any meeting of the trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained.
3. Place and Time of Trustee Meetings: The trustees may hold its meetings at the office of the corporation or at such other places, either within or without the State of Florida as it may from time to time determine.
4. Regular Annual Meeting: A regular annual meeting of the trustees shall be held on the second Sunday in January or such other date in January or February of each year as may be set by the Trustees.
5. Notice of Meetings of the Trustees: Regular meetings of the trustees may be held without notice at such time and place as it shall from time to time determine, provided said meetings are held either immediately before, after, or during a regular meeting of the session. Special meetings of the trustees shall be held upon notice to the trustees and may be called by the president upon three days' notice to each trustee either personally or by electronic mail. Special meetings may also be called by the president or by the secretary in a like manner on written request of two trustees.

#### **OFFICERS OF THE CORPORATION**

1. Officers and Elections: The board of trustees shall elect a president, a vice president, a secretary, and a treasurer, and such other officers as it may determine, who shall have such duties and powers as hereinafter are provided. The following, as elected by the trustees, shall be, by virtue of their respective offices, officers of the corporation:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer

In the event of the death, resignation, or removal of an officer, the board of trustees in its discretion may elect or appoint a successor to fill the unexpired term.

- a. President: The president shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The president shall preside at all meetings of the members if present thereat and shall have general supervision, direction, and control of the business of the corporation. Except as the board of trustees shall authorize the execution thereof in some other manner, the president shall execute mortgages, deeds, and other contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the secretary.
- b. Vice President: During the absence or disability of the president, the vice president shall have all the powers and functions of the president. The vice president shall also perform such other duties as the board of trustees shall prescribe.

- c. Secretary: The secretary shall attend all meetings of the board of trustees and of the members, record all votes and minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all meetings or members and of special meetings of the members and of the board, keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the board, when required prepare or cause to be prepared and available at each meeting of the members a list in alphabetical order of the names of members entitled to vote thereat, keep all documents and records of the corporation as required by law or otherwise in a proper and safe manner, and perform such other duties as may be prescribed by the board, or assigned to the secretary by the president.
- d. Treasurer: The treasurer shall have the custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in the corporate books, deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board, disburse the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements, render to the president and board at the regular meetings of the board or whenever they require it, and account of all transactions as treasurer and of the financial condition of the corporation, render a full financial report at the annual meeting of the members if so requested, be furnished by all corporate officers and agents on request with such reports and statements as required as to all financial transactions of the corporation, and perform such other duties as are given by these bylaws or as from time to time are assigned by the board or the president.

### **FISCAL YEAR**

The fiscal year shall begin on the first day of January in each year and end on the thirty first day of December.

### **ORDER OF PRECEDENCE**

Whenever there is a conflict between the provisions of the Book of Order and these bylaws, the Book of Order shall take precedence, and the bylaws shall be immediately amended to conform to the Book of Order and thereby remove the conflict.

### **AMENDMENTS**

These bylaws may be altered, amended, or rescinded as provided in the Articles of Incorporation.

