BYLAWS
OF
FIRST PRESBYTERIAN CHURCH OF LINCOLN, NEBRASKA

ARTICLE I
GOVERNING PRINCIPLES

These bylaws shall be construed to be in conformity with and subject to the Constitution of the Presbyterian Church (USA), of which First Presbyterian Church of Lincoln, Nebraska, a Nebraska nonprofit corporation ["the Corporation"] is a local congregation.

ARTICLE II
PRINCIPAL OFFICE,

The principal office of the Corporation shall be located at 840 South 17th Street, Lincoln, Nebraska 68508.

ARTICLE III
MEMBERS

Section 1. Membership. Members of the Corporation shall be those persons who have professed faith in Jesus Christ, been baptized, been received into membership of the Corporation, submitted to the government of the Presbyterian Church (USA) as set forth in such Church's Constitution, and are active in the Corporation's work and worship.

Section 2. Certificates of Membership. The Corporation shall not issue membership certificates.

Section 3. Nonliability of Members. No member of the Corporation shall be personally liable for the Corporation's debts, liabilities, or obligations.

ARTICLE IV
MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such time as shall be designated by the Session, for the purpose of receiving reports of the Session and other boards and organizations, and transacting such other business as may be appropriate.

Section 2. Special Meetings. Special meetings of the members may be called in its discretion by the Session [board of directors], by the presbytery, or by the Session upon written request of one-fourth (1/4) of the members of the Corporation.

Revised and Approved at the Congregational Meeting of 10/19/2025

Election of individuals to the ordered ministries of ruling elder and deacon for active service on the Session and Board of Deacons, and election of at large members of the Congregational Nominating Committee may be held at a special or the annual meeting of the members as determined in its discretion by the Session.

Section 3. Place of Meeting. The annual, and any special, meeting of the members shall be held at 840 South 17th Street, Lincoln, Nebraska, or at such other place as the Session shall determine including by electronic means.

Section 4. Notice of Meetings. Oral or printed notice stating the place, day and hour of any meeting of members shall be sent either by mail, or by electronic or digital means to each member entitled to vote at such meeting, not less than two successive Sundays nor more than fifty (50) days before the date of such meeting. Such notice may be made by (i) announcement at regular Sunday morning worship services or (ii) included in any publication regularly and frequently published and sent to members at such members' address as appears on the books of the Corporation. In case of a special meeting or when required by statute or by these bylaws, such one or more purposes for which such meeting is called shall be stated in such notice. The business transacted at any special meeting shall be limited to those matters specifically set forth in the notice for such meeting.

Section 5. Quorum. The greater of (i) twenty-five (25) members or (ii) one-tenth (1/10) in number of members shall constitute a quorum for the transaction of business at any meeting of members.

Section 6. Voting. Each member shall be entitled to one vote. The affirmative act of a majority of members present at a meeting at which a quorum is present shall constitute the act of the members.

Section 7. Proxies. No members may vote by proxy.

Section 8. No Cumulative Voting. Cumulative voting shall not be authorized.

Section 9. Electronic Meetings. Meetings of the Members may be held by, electronic means if all members have been notified per Article IV, Section 4, and if all participating members have the ability to discuss and vote on business items. Following the prescribed quorum noted in Article IV, Section 5.

ARTICLE V
BOARD OF DIRECTORS [SESSION]

Section 1. Number and Qualifications. The affairs of the Corporation shall be managed

by the Session, who shall also be referred to as the board of directors, or board of elders. The terms "director", Session Member" or "elder" may be used interchangeably in these bylaws. The authorized number of Session members [directors] shall be not less than twelve nor more than fifteen. Every director shall be a member of the Corporation of voting age under Nebraska law.

Section 2. Election and Term of Office. One-third (1/3) of the Session [directors] shall be elected annually by the members to serve for a term of three (3) years or until their respective successors are elected and qualified. No Session Member [director] director shall be elected for successive terms, full or partial, aggregating more than six (6) years and thereafter shall be ineligible for election for a term of one (1) year. Candidates for election to the Session [board of elders] [directors] shall be presented to the members by the congregational Nominating Committee at the annual, or a special, meeting of members of the Corporation. Nomination of candidates for election may also be made from the floor.

Section 3. Meetings. The Session [directors] may provide, by resolution, the time and place for the holding of regular meetings of the board without notice other than such resolution. Special meetings may be called by written request of the moderator of the Session [the pastor of the church], the presbytery, or any two members of the Session [directors].

Section 4. Notice. Notice of any special meeting of the board of directors shall be sent at least two (2) days prior thereto by telephone, by mail, or by electronic or digital means to each director at such director's address as shown by the records of the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully called or convened. The business to be transacted at any meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 5. Quorum. A majority of the Session Members [directors] shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 6. Voting. The act of a majority of the Session Members [directors] present at a meeting at which a quorum is present shall be the act of the Session [board of directors], unless the act of a greater number is required by law or by these bylaws.

Section 7. Vacancies. Any vacancy in the Session [board of directors] for any reason shall be filled by election by the members of the Corporation pursuant to special, or the annual, meeting following due notice.

Section 8. Compensation. Session Members [directors] as such shall serve without compensation, but by resolution of the Session [board of directors], out-of-pocket expenses properly incurred may be reimbursed.

Revised and Approved at the Congregational Meeting of 10/19/2025

Section 9. Nonliability of Directors. Session Members [directors] shall not be liable for the debts, liabilities or other obligations of the Corporation.

Section 10. Action Without Meeting. Any action which may be taken at a meeting of the Session [board of directors] may be taken without a meeting if authorized by a writing signed by two-thirds of the Session Members [directors] and filed with the Secretary of the Corporation. Email, text, or other electronic or digital means are considered a signed writing.

Section 11. Remote Attendance. Session Members [directors] may participate in a meeting through the use of conference telephone, video meeting software, or similar communications equipment so long as all Session Members [directors] participating in such meeting can hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE VI
OFFICERS,

Section 1. Officers. The officers of the Corporation shall be President, one or more Vice Presidents [the number thereof to be determined by the Session (board of directors)], a Secretary [who may also be referred to as clerk of the Session], a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Session [board of directors] may elect or appoint the above described officers and such other officers, including one or more Assistant Secretaries or Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Session [board of directors]. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers, other than the Treasurer, must be members of the Session.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Session [board of directors]. New offices may be created and filled at any meeting of the Session [board of directors]. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 3. Vacancies. A vacancy in any office for any reason may be filled by the Session [board of directors] for the unexpired portion of the term so vacated.

Section 4. President. The President shall preside at all meetings of the members of the Corporation, and shall perform such duties as may from time to time be prescribed by the Session [board of directors].

Section 5. Vice President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the power of the President.

Revised and Approved at the Congregational Meeting of 10/19/2025

Section 6. Secretary. The Secretary [Clerk of the Session] shall keep the minutes of the meetings and record all votes, of the members and of the Session [board of directors]; see that all notices are duly given in accordance with these bylaws or as required by law; act as custodian of the corporate records; keep a register of the post office address of each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Session [board of directors].

Section 7. Treasurer. The Church Administrator or other such person designated by the Session, shall have responsibility for (1) all funds and securities of the Corporation; (2) the receipt of all moneys due and payable to the Corporation; (3) the deposit of all such moneys in the name of the Corporation in such banks, trust companies, or other depositaries as shall be designated by the Session [board of directors]; and, in general, perform all the duties incident to the responsibilities of financial oversight and management, and such other duties as from time to time may be assigned by the President or by the Session [board of directors].

The Session shall appoint a treasurer, who shall serve on a finance review and oversight committee, and is responsible for reconciling bank accounts, reviewing detailed financial reports, annual audits and financial reviews, and monitoring adherence to the church finance policy.

If required by the Session [board of directors], the Treasurer or person designated by session for financial oversight and management shall give a bond for the faithful discharge of duties in such sum and with such one or more sureties as the board of directors shall determine.

Section 8. Compensation. Officers of the Corporation shall serve without compensation, except that they shall be reimbursed for out-of-pocket expenses properly incurred.

ARTICLE VII

NOMINATING COMMITTEE

Section 1 – Membership

There shall be a representative nominating committee consisting of eight active members of the congregation, chosen in accordance with the “Book of Order” of the Constitution of the Presbyterian Church (U.S.A.). The committee membership shall consist of the following:

a. One currently serving elder on the session, selected and named by the session as moderator;
b. One additional elder (serving or not serving), selected and named by the session as vice moderator;
c. One represented from and named by the Presbyterian Women;

d. One represented from and named by the Foundation Board of Directors;
e. One represented from and named by the Board of Deacons
f. Three at-large members of the congregation, nominated by this committee and elected by the congregation, none of whom shall be currently serving on the Session, Board of Deacons or Foundation Board of Directors. Should a currently serving at-large member of the Nominating Committee be elected to serve on the Session, Board of Deacons, or Foundation Board of Directors, that person shall complete their current year on the Nominating Committee, and if additional years of service remain in their term, will resign from their at-large position effective at the end of the calendar year and the Nominating Committee will nominate an individual to fill the vacancy for the rest of that term. One-third (1/3) of the at-large members shall be elected annually by the members to serve for a term of three (3) years or until their respective successors are elected. No at-large member shall be elected for successive terms, full or partial, aggregating more than six (6) years and thereafter shall be ineligible for election for a term of one (1) year.
g. Individuals currently serving in a dual capacity (at-large member and active service on the Session, Board of Deacons, or Foundation Board), may continue in that dual capacity until their terms of service are complete. This clause will be in effect until December 31, 2026, after which this section (g) will be deleted.

Section 2 – Elections

The committee shall present to an appropriate meeting of the congregation, nominations of one eligible person for each position to be filled:

a. on the session;
b. on the Board of Deacons,
c. the appropriate vacancies on the Board of Directors of the congregation's Foundation;
d. and also three members of the congregation to serve on the congregation's nominating committee.

Section 3 – Additional nominations

a. Additional nominations of qualified persons may be made from the floor by any eligible voter after having received permission from the nominee.
b. When requested by the session, the nominating committee shall present to the session for its election and/or appointment, the names of qualified individuals for positions within the structure of the congregation, other than those referred to in Section 2 above.
c. When requested by the session, the nominating committee shall present to the session for its election and/or appointment, eligible individuals to serve as representatives of the congregation on various agencies within the civil and ecumenical community as well as the Presbyterian Church (U.S.A.) structure of which this congregation is a partner.

Revised and Approved at the Congregational Meeting of 10/19/2025

MISCELLANEOUS.

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Session [board of directors].

Section 2. Waiver of Notice. Whenever any notice is required to be given under provisions of the Nebraska Nonprofit Corporation Act, the Corporation's Articles of Incorporation or these bylaws, a waiver thereof, in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. Procedural Rules. Robert's Rules of Order (Revised) shall apply in all situations not otherwise specifically addressed by the Book of Order, applicable statute, or these bylaws.

Section 4. Power to Amend Bylaws. These bylaws may be amended at the annual, or any special, meeting of the members of the Corporation by the affirmative vote of two thirds (2/3) of those members attending, provided (i) a quorum is present and (ii) notice of such proposed amendments shall have been given in writing in accordance with Article IV.

- *Revised April 29, 2018, at a special called meeting of the congregation/corporation.*
- *Revised February 27, 2022, at the Annual Meeting of the Congregation, Corporation and Foundation Special Meeting*
- *Corrected on May 16, 2023, to fix some omissions from previously approved changes.*
- *Revised and Approved at the Congregational Meeting of 09/24/2023*
- *Nominating Committee Section revised at the Congregational Meeting of 10/06/2024*
- *Nominating Committee Section revised at the Congregational Meeting of 10/19/2025*

Terri Sherman, Clerk of Session