

# EASTMINSTER PRESBYTERIAN CHURCH BY-LAWS

## ARTICLE I: NAME

**Section 1** – The name of both the church congregation (“Congregation”) and the religious corporation (“Corporation”) shall be Eastminster Presbyterian Church of Wichita, Kansas.

## ARTICLE II: STANDARDS

**Section 1** – The Holy Scriptures (the sixty-six books of the Old and New Testaments) are the only infallible rule of faith and practice.

**Section 2** – The Congregation has terminated its voluntary affiliation with the denomination known as The Presbyterian Church (USA); and is in the process of voluntarily affiliating with the denomination known as The Evangelical Presbyterian Church (EPC). Until such new affiliation with the EPC becomes effective, the Congregation will continue to recognize the (2009-11) edition of The PC(USA) “Book of Confessions” and “Book of Order,” as subordinate to the Holy Scriptures as standards for ecclesiastical affairs of the Congregation.

**Section 3** – The secular affairs of the Religious Corporation shall be governed by its Articles of Incorporation, these By-Laws and the neutral principles of law of the state of Kansas.

## ARTICLE III: MISSION

**Section 1** – The mission of the Congregation shall be to worship God, promote the Kingdom of God in the world, proclaim redemption through the finished work of Christ, grow together as the Body of Christ in faith, knowledge and fellowship, and minister to the needs of the total person in both spiritual and temporal things.

## ARTICLE IV: MEMBERSHIP

**Section 1** – Until affiliation with the EPC becomes effective, the “Book of Order” of the Presbyterian Church (USA) (2009-11 Edition) shall provide the basic standards for admission to membership of the Congregation. A member in good standing of the Congregation is also a member in good standing of the Religious Corporation.

**Section 2** – Anyone wishing to apply for membership shall confess Jesus Christ as personal Lord and Savior and accept His call to be involved responsibly in the ministry of His Church.

**Section 3** – In addition to the basic standards for membership contained in “The Book of Order,” all who wish to unite with this Congregation by Confession of Faith or by Letter of Transfer shall attend a class of instruction, the length and content of which shall be determined or approved by Session.

## ARTICLE V: OFFICERS

**Section 1** – The Ecclesiastical officers of the Congregation shall consist of the Pastors and the Session.

**Section 2** – The officers of the Religious Corporation shall consist of five (5) Trustees ("Trustees") elected by the Congregation from among the Elders, all of whom, other than either the Clerk or the Assistant Clerk of Session, must be currently serving on Session. The five (5) Trustees shall be elected in the following manner: At its first meeting of the calendar year, the Session shall nominate five (5) Elders to serve as Trustees of the Corporation; these Trustees shall be the Chair of the Operations Committee (who shall serve as President), the Chair of the Finance Committee (who shall serve as Treasurer), one additional Elder currently serving on Session (who shall serve as Vice President), the Clerk of the Session (who shall serve as Secretary) and an Assistant Clerk of the Session (who shall serve as Assistant Secretary). Such nominees shall be presented to the Congregation for election at its third stated congregational meeting of the fiscal year (February). At the stated congregational meeting, additional nominations for an Elder to serve as Vice President may be made by any member of the church from among the Elders currently serving on Session, provided the consent of that Elder so nominated has been first obtained.

**Section 3** – The Trustees shall have full authority over the assets of the Corporation and will conduct the affairs of the Corporation according to the laws of the State of Kansas and these By-Laws as well as the Fifth Declaration of the Articles of Incorporation as amended and restated May 18<sup>th</sup>, 1981 the meaning and intent of which are fully reaffirmed in these By-Laws.

**Section 4** -- The transactions of any meeting of the Board of Trustees, if not duly called and noticed, shall be as valid as any meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Trustees not present signs a written consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 5** – The Trustees shall endeavor to act by consensus on all decisions. When consensus is impossible, then every decision made by the body shall be made by a majority of the Trustees, with each Trustee entitled to one vote. A majority of the total number of Trustees shall be necessary to constitute a quorum for the transaction of business for any duly called and noticed meeting.

**Section 6** -- Members of the Board of Trustees or any committee designated by such Board of Trustees, may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

**Section 7** – In addition to any stated meeting of the Religious Corporation, a meeting of the Trustees may be called by the Chair of the Operations Committee, the Chair of the Finance Committee or the Clerk of Session or any two Trustees. Notice of such meeting shall be given by mailing or emailing a written or printed notice thereof to each Trustee to his or her post office address or email address appearing in the records of the Corporation not less than three (3) days before such meeting if held in Sedgwick county or ten (10) days before such meeting, if held elsewhere.

**Section 8** -- Any action required or permitted to be taken at any meeting of the Trustees or any other standing or designated committee may be taken without a meeting if all members of the Board of Trustees or the committee, as the case may be, consent thereto in writing, and such consents are filed with the minutes of the proceedings as a part of the corporate records or are made a part of the minutes of the meeting.

## ARTICLE VI: SESSION

**Section 1** – Session shall govern the ecclesiastical and spiritual affairs of the Congregation. The Session shall be composed of not less than twelve (12) and not more than twenty-four (24) elected and ordained Elders of the Congregation and the called pastors of the Congregation. Each elder shall meet at least the qualifications required by the “Book of Order” (2009-11 Edition) and the duties of Session shall be defined by “The Book of Order” (2009-11 Edition) and these By-Laws. In the event Session chooses to reduce the number of Elders serving on Session, such reduction shall not take place until the nominations to be considered at the next Stated Meeting of the Congregation, provided that any Elder who may resign or is unable to further serve due to death or disability during such interim period shall not be replaced unless their vacancy would result in the number of serving Elders being less than the stated minimum.

**Section 2** – The term of active office for each Elder shall be three (3) years. Upon the completion of a term, whether a full term or the fulfilling of an unexpired term, an Elder shall be eligible for re-election to one (1) additional subsequent consecutive three (3) year term. Provided, no Elder shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. However, any Elder will thereafter be eligible for re-election provided there has been at least a one (1) year break in service between terms served and the term to be served as a seated Elder.

**Section 3** – The Session shall organize itself into such committees and appoint such officers as are necessary for the orderly and efficient performance of its duties.

**Section 4** – A quorum of the Session shall consist of not less than one-third (1/3) of its members present and either the Moderator of Session or another appointed designee or church officer, as outlined in “The Book of Order” (2009-11 Edition).

**Section 5** – The Session shall meet once a month and other Session meetings may be called in accordance with “The Book of Order.”

**Section 6** – The Session shall elect a Clerk and an Assistant Clerk at its first meeting of each calendar year. The Clerk or the Assistant Clerk need not be a currently serving Elder, provided that at least one of them is a currently serving Elder.

**Section 7** – No later than the July Meeting of Session, the appropriate committees shall submit to the Session for its approval, a list of all proposed Sunday school teachers and substitute teachers for the forthcoming academic year.

**Section 8** – Except for Standing Committees, the Moderator of Session, in consultation with the Clerk of Session, shall make all Elder assignments to committees and appoint their Chairs. Provided, all such appointments shall be subject to ratification by the Session at the first duly called meeting of the Session held at the beginning of each calendar year.

**Section 9** – In the event of a vacancy in the Session, occurring due to a death, disability, resignation or removal, a special meeting of the Congregation may be called, at which meeting the vacancy shall be filled for the unexpired term.

## ARTICLE VII: THE BOARD OF DEACONS

**Section 1** – The Board of Deacons shall consist of elected, ordained and installed Deacons of the Congregation and the called Pastors of the Congregation. The number of Deacons shall be determined by the Session from time to time. Each Deacon shall meet, at a minimum, the qualifications prescribed in “The Book of Order.” The Deacons shall act in accordance with “The Book of Order” and specifically shall assume such roles and responsibilities as may be prescribed to them by the Session.

**Section 2** – The term of active office for each Deacon shall be three (3) years. Upon the completion of a term, whether a full term or the fulfilling of an unexpired term, a Deacon shall be eligible for re-election to a subsequent consecutive three (3) year term. Provided, no Deacon shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. A Deacon will be eligible for re-election provided there has been at least a one (1) year break in service between terms served and the term to be served as a Deacon.

**Section 3** – No person shall be permitted to serve on the Session and the Board of Deacons simultaneously.

**Section 4** – The Board of Deacons shall organize itself into such committees as are necessary for the orderly and efficient performance of the duties assigned to it by the Session.

**Section 5** – The Board of Deacons shall organize themselves as a board by the election of a Moderator of Deacons, Vice-Moderator of Deacons and Secretary and any other officers necessary for their ministry.

**Section 6** – The Board of Deacons shall meet monthly. Special meetings may be called at the discretion of the Moderator of Deacons, or in his/her absence, the highest ranking officer available, or whenever requested by two (2) or more Deacons, the Session, or the Moderator of Session.

**Section 7** – A quorum for the transaction of business shall consist of not less than one-third (1/3) of the membership of the Board of Deacons being present.

## ARTICLE VIII: STANDING COMMITTEES OF SESSION AND THE CONGREGATION

### ***Section 1 – General***

Standing Committees are permanent committees of the Congregation. Minutes of Standing Committee meetings will be presented to Session for their information or to ratify any action taken by a Standing Committee.

### ***Section 2 – Church Officer Nominating Committee***

A Church Officer Nominating Committee consisting of seven (7) members shall be elected at the first stated meeting of the Congregation each calendar year to serve for a term of one (1) year. No person may serve on the Church Officer Nominating Committee for more than two (2) consecutive years. Membership on the Church Officer Nominating Committee shall be composed of the following: two (2) Elders currently serving on Session (one of whom will serve as Chair) to be designated by the Session at its first meeting of the calendar year, one (1) member from the Board of Deacons to be designated by the Deacons, and four (4) members chosen from the Congregation (two men and two women) none of whom may be currently serving on the Session or Board of Deacons. The Moderator of Session shall be an ex-officio member, without vote. The membership of each new Church Officer Nominating Committee, including the four (4) members chosen from the Congregation, will be placed in nomination by the then currently seated Nominating Committee prior to its dissolution at the meeting for the election of the Church Officer Nominating Committee. Nominations from the floor will be accepted as long as the consent of the nominee to serve is obtained prior to nomination from the floor.

Officer nominees selected by the Church Officer Nominating Committee shall be published at least one week prior to the meeting of the Congregation at which an election is to be held. Additional nominations may be made by any member of the Congregation at a meeting for election of officers. However, in all cases, the consent of a nominee to serve must be obtained prior to the publication of such nominee's name or prior to the submission of any nomination from the floor.

### ***Section 3 – Personnel Committee***

The Personnel Committee shall be composed of the Moderator of Session (or his designee), Chair of the Operations Committee, Clerk of Session, and three (3) Elders selected by Session each calendar year presumptively for their personnel management skills, but who need not be currently serving Elders. The committee shall elect its chairperson. The function of the Personnel Committee shall be to consider and oversee all personnel matters of the Religious Corporation. The Personnel Committee's functions will include, but not be limited to (1) oversight of annual performance evaluations of all church employees, and (2) review of all salaries and making recommendations to the Session in time for annual budget considerations.

### ***Section 4 – The Finance Committee***

The Finance Committee shall be composed of the Finance Committee Chair, the Chair of the Operations Committee and up to eight (8) additional voting members selected by Session at its first meeting of the calendar year. The function of the Finance Committee shall be to oversee all financial matters of the Religious Corporation not reserved to Session or the Trustees.

### ***Section 5 - Budget Review Committee***

The Budget Review Committee shall be composed of the Chairs of each Core Commitment, Chair of the Operations Committee, Chair of the Finance Committee, the Moderator of Session

(or his designee) and two (2) Elders selected by Session at its first meeting of each calendar year presumptively for their management and budgetary skills, but who need not be currently serving Elders. The Chair of Operations shall serve as the Chair of the Budget Review Committee.

The function of the Budget Review Committee shall be to periodically evaluate each approved budget of the Religious Corporation in light of the revenues being realized during the fiscal year. The Budget Review Committee will during each fiscal year, in consultation with the Moderator of Session, if a budgetary deficit is likely, make recommendations to the Session for any interim adjustments to the budget in question.

### **Section 6 - Member Participation**

All Congregation members in good standing shall be allowed and are encouraged to attend and observe all meetings of Standing Committees except in those instances and only during the time in which the subject matter under consideration relates solely to (i) a governmental or judicial matter for which the attorney-client privilege might reasonably be compromised if conducted in an open forum, (ii) the employment, performance evaluation, compensation, discipline, complaint evaluation or dismissal of a specific member of staff, or (iii) if public knowledge of the identity, relationship with, or support by the Religious Corporation or the Congregation of, the person, organization or program could place such person or program in jeopardy or harm. Any terms or conditions for participation on any Standing Committee may only be established by Session.

## **ARTICLE IX: STATED AND CALLED CONGREGATIONAL AND CORPORATE MEETINGS**

**Section 1** – The purpose and conduct of each stated and called Congregational and Corporate Meeting shall be governed by the laws of the state of Kansas, the Articles of Incorporation of Eastminster Presbyterian Church and the most recent edition of Roberts Rules of Order.

**Section 2** – At any Congregational Meeting, the Moderator of the Session shall preside and the Clerk of Session shall act as Secretary. In the event that the Moderator of Session is unable to preside, either an Associate Pastor shall preside or the Session shall invite another minister of the Presbytery to preside. In the event the Clerk of Session cannot act as Secretary, either the Assistant Clerk or an interim clerk appointed by the Session shall serve as Clerk. At any meeting of the Corporation, the Chair of the Board of Trustees shall preside and the minutes of the meeting shall be kept by the Clerk of Session.

**Section 3** – There shall be three (3) Stated Congregational Meetings each fiscal year: the first during August, the second during November and the third during February, unless properly adjourned or postponed to a subsequent date. The actual dates and times of each meeting shall be set by the Session. There shall be at least one annual meeting of the Religious Corporation which shall be held concurrently with or immediately following the second stated meeting of the Congregation.

**Section 4** – The first stated meeting of each fiscal year shall be for the purpose of electing the Church Officer Nominating Committee, reviewing the Annual Report for the preceding fiscal year, presenting the annual budget, approving called pastoral salaries reported in the annual budget and for any other business that may be properly presented.

The second stated meeting of each fiscal year shall be for the purpose of electing the Elders and Deacons and for any other business that may be properly presented.

The third stated meeting of each fiscal year shall be for the purpose of electing the Trustees and for any other business that may be properly presented.

**Section 5** – A quorum for the Stated and Called Meetings of the Congregation and the Corporation shall be ten percent (10%) of the members in good standing carried on the active membership roll of the church.

**Section 6** – Members in good standing on the active membership roll of the Congregation by admission into full communion and membership shall be deemed qualified to vote at meetings of the Congregation and the Corporation.

**Section 7** – A Called Meeting of the Congregation may be called by the Session, or by ten (10) or more members of the Congregation in good standing upon written request presented to the Session. A called meeting of the Corporation may be called by the Board of Trustees of the Corporation. The purpose of a called meeting shall be stated in the call. Only matters stated in the call may be considered at the meeting.

**Section 8** – Notice of Stated Meetings or Called Meetings of the Congregation or Corporation shall be given on the two Sundays immediately prior to the meeting.

**Section 9** – A simple majority vote of the members present shall prevail at a Congregational Meeting or meeting of the Corporation unless otherwise provided in these By-Laws, or by Roberts Rules of Order, **except that** action to change denominational affiliation shall require an affirmative vote of not less than two-thirds (2/3) of those present.

**Section 10** – Voting by proxy is not permitted.

## ARTICLE X: STAFF

**Section 1** – Under the administrative authority of the Session, the Religious Corporation may engage employees on a permanent or temporary basis in any capacity. The Moderator of the Session shall also serve as Head of Staff.

## ARTICLE XI: PROCEDURE AND FISCAL YEAR

**Section 1** – All questions of procedure not controlled by these By-Laws or by the “Book of Order” (2009-11 Edition) shall be determined in accordance with the latest revised edition of “Roberts Rules of Order.”

**Section 2** – The fiscal year of the Religious Corporation shall commence on the first day of July and end on the thirtieth day of June of each year.

## ARTICLE XII: AMENDMENTS

**Section 1** – These By-Laws may be amended subject to the Articles of Incorporation and the laws of the State of Kansas at any Stated Meeting or at any Called Meeting of the Congregation **and the Corporation**, by the affirmative vote of not less than two-thirds (2/3) vote of the voters

present provided that a full reading of the proposed changes shall have been made in connection with the call of the meeting or a printed distribution of the same made at such time.

#### Certification of Adoption

I hereby certify that the foregoing Amended By-Laws were duly adopted at a called meeting of the Congregation and the Corporation on October 23, 2011, by affirmative vote of more than two-thirds (2/3) of the members present and that printed copies of the amendments were distributed in connection with the call of said meeting.

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Jack Kirkham, Clerk of Session  
And Secretary of The Corporation