

AMENDED AND RESTATED BYLAWS OF EASTMINSTER PRESBYTERIAN CHURCH WICHITA, KANSAS

ARTICLE I: THE CONGREGATION

Section 1 – Name.

The name of both the Church Congregation (“Congregation” or “Eastminster”) and the Church Corporation (“Corporation”) shall be Eastminster Presbyterian Church of Wichita, Kansas.

Section 2 – EPC Affiliation.

Eastminster is voluntarily affiliated with the denomination known as The Evangelical Presbyterian Church (EPC). Eastminster accepts and upholds the Constitution of the EPC which consists of the Book of Order (composed of The Book of Government, The Book of Discipline, and The Book of Worship), the Westminster Confession of Faith, and the document titled Essentials of Our Faith. These documents are subordinate to Scripture, which is the supreme and final authority on all matters to which it speaks.

Section 3 – Governance.

The EPC Book of Government shall be followed in governance of the Congregation in all matters except those specifically addressed otherwise in these Bylaws. Any amendment to the EPC Constitution which changes or modifies the “Rights Reserved to the Local Church” shall not be effective or applicable to Eastminster unless such amendment is approved by the congregation at a duly called meeting by an affirmative vote of not less than two-thirds (2/3) of the members present at the meeting.

Section 4 – Mission.

Eastminster’s mission and activities are to be carried out in accordance with the Mission, Faith, and Doctrine of the EPC and such further Mission Statements as may be adopted by the Eastminster Session.

Section 5 – Standards.

The Holy Scriptures (the sixty-six books of the Old and New Testament) are the only infallible rule of faith and practice.

ARTICLE II: THE CHURCH CORPORATION

Section 1 – Governance.

The Corporation shall be governed by its Articles of Incorporation and by neutral principles of Law of the State of Kansas, subject to direction and oversight by the Session.

Section 2 – Property.

All real and personal property owned by or held for the benefit of Eastminster is deemed titled in the Church Corporation alone, free of any claim of trust or other claim of ownership or use by any other ecclesiastical entity.

Section 3 – Church Property and Use of Facilities.

All property and facilities of Eastminster, are dedicated to the glory of God and the making of disciples for His kingdom and are not facilities of public accommodation. Accordingly, all Eastminster facilities shall be used solely for purposes consistent with the Mission, Faith, and Doctrine of the EPC and these Bylaws. Any occasional use by other persons or groups (with the permission of the Session or Board of Trustees of Eastminster) may be used solely for purposes not inconsistent with the Mission, Faith, and Doctrine set forth in the EPC Constitution and these Bylaws.

Approved by Session on 9/26/2023, now pending approval by Congregation on 11/12/2023.

Section 4 – Individual Conduct.

All Eastminster ministerial staff, church officers, teachers, and volunteers shall perform their church duties, obligations and responsibilities, administer and carry out their church activities and operations, and conduct themselves in their private lives in accordance with the Mission, Faith, and Doctrine of the EPC as defined and set forth in the EPC Constitution and these Bylaws.

Section 5 – Sole Authority of Session.

The Eastminster Session shall have sole authority to determine whether the use of its facilities, or the conduct of its staff, officers, teachers, or volunteers, were performed or conducted in accordance with the Mission, Faith, and Doctrine of the EPC and these Bylaws. The decision of Session in these matters is an ecclesiastical function subject solely to the review of the EPC ecclesiastical court system as established and described in the EPC Book of Order.

ARTICLE III: CHURCH MEMBERSHIP

Section 1 – Authority of Session.

Session shall follow **Chapter 8 of the EPC Book of Order** in receiving, training, and dismissing members and in maintaining membership rolls.

Section 2 – Responsibilities of Members.

Active members shall have the right to vote at all meetings of the Congregation, to elect the officers of the Church, and to serve as an officer of the Congregation or Trustee of the Corporation if duly called and elected to such service. Active members are expected to participate in and support the Ministries and Missions of Eastminster with their time, talents, and material resources as the Lord has enabled them and to serve in the governance and works of the Church as they may be called.

ARTICLE IV: CONGREGATION AND CORPORATE DUTIES

Section 1 – Meetings of the Congregation.

Session shall follow **Chapter 7 of the EPC Book of Order** in holding and conducting meetings of the Congregation.

Section 2 – Required Meetings.

There shall be two (2) Stated Meetings annually of the Congregation and the Corporation. The specific dates and times for such meetings shall be determined by the Session.

The October or November meeting shall be for the purpose of:

- a. Electing Ruling Elders and Deacons who shall commence service the following calendar year.
- b. Receiving the budget adopted by Session for the fiscal or calendar year and discussing the vision and goals for Ministry and Mission contemplated by such Budget.
- c. Any other business stated in the call of the meeting.

The February or March meeting shall be for the purposes of:

- a. Electing the Church Officer Nominating Committee and approving Session’s Nomination of Trustees of the Church Corporation.
- b. Reviewing and updating the Congregation on the finances, Ministries, and Missions of the Church.
- c. Any other business stated in the call of the meeting.

Approved by Session on 9/26/2023, now pending approval by Congregation on 11/12/2023.

Section 3 – Required Majority Vote.

All meetings of the Congregation or the Corporation shall follow the most recent version of Roberts Rules of Order, except any actions to change denominational affiliation, draft amendments to the EPC Constitution, or to amend these Bylaws shall require an Affirmative Vote of not less than two-thirds (2/3) of the members present at the meeting.

Section 4 – Voting by Proxy or Absentee Ballot.

Voting by proxy or absentee ballot is not permitted at any meeting of the Congregation or the Corporation.

ARTICLE V: CONGREGATION AND CORPORATE OFFICERS

Section 1 – Officers of the Congregation.

The officers of the Congregation are the duly installed and currently seated Teaching Elders (Pastors and Associate Pastors), Ruling Elders, and Deacons.

Section 2 – Officers of the Corporation.

The officers of the Corporation are five (5) Trustees who shall be nominated by Session and approved by the members of the Corporation at the Annual Meeting of the Corporation. The Session shall determine the titles and responsibilities of the Trustees of the Corporation.

Section 3 – Trustee Authority.

The Trustees shall have legal authority over the assets of the Corporation and shall conduct the affairs of the Corporation according to the laws of the State of Kansas and these Bylaws, subject to the authority of the Session under the Constitution of the EPC. The transactions of any meeting of the Board of Trustees, if not duly called and noticed, shall be as valid if a quorum were present or 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.

ARTICLE VI: THE SESSION

Section 1 – Session Duties and Quorum.

Session shall follow **Chapter 18 of the EPC Book of Order** (attached hereto) in its governance of the spiritual and ecclesiastical affairs of the Congregation. A quorum for any meeting of Session for discussion or action on any church matters shall be the Moderator and not less than one-half (1/2) the number of currently seated Ruling Elders.

Section 2 – Session Composition.

Session shall be composed of not less than twelve (12) and not more than eighteen (18) Ruling Elders elected by, and the Teaching Elders called by, the Congregation. If any Ruling Elder resigns, is unable to serve, or is removed and such vacancy would result in the number of seated Ruling Elders being less than the stated minimum, Session may appoint a previously ordained Elder to complete the unexpired term of such vacancy.

Section 3 – Terms of Ruling Elders.

The term of active service for each elected Ruling Elder shall be three (3) years in staggered classes. Upon the completion of a term, whether a full term or the fulfilling of an unexpired term, a Ruling Elder shall be eligible for re-election to one (1) subsequent consecutive three (3) year term. No Ruling Elder shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. Any Ruling 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. This rule of term limitation shall also apply to any member serving on any committee, team, etc. of Session, unless Session grants an exception to a named person by affirmative vote of not less than two thirds (2/3) of the total membership of Session.

Section 4 – Session Organization.

Session shall organize itself in accordance with the EPC Book of Order and these Bylaws and shall appoint such councils, teams, committees, and officers as it deems necessary for the orderly and efficient performance of Session’s duties and to accomplish the Vision, Goals, and Mission of Eastminster.

Section 5 – Session Meeting Frequency.

Session shall normally meet once a month and other Session meetings may be called in accordance with the EPC Book of Order.

Section 6 – Ruling Elder Assignments.

The Moderator, in consultation with the lead Elders of all standing committees, shall make all Ruling Elder assignments for the forthcoming year. All such assignments shall be subject to approval by the Session at the last duly called meeting of the Session held at the end of each calendar year.

Section 7 – Session Policies and Staff Oversight.

Session shall adopt written policies and diagrams that fairly describe the organization and function of Session, Deacons, Trustees, and Staff in carrying out the Mission and Vision of the Church. Current organization diagrams adequately depicting the basic assignments of Session members and basic responsibilities of Staff shall always be available for members of the Congregation. The current adopted policies of Session shall be maintained in print and electronic versions and shall be available for review by any member of the Congregation on request.

Section 8 – Election of Clerks.

Session shall elect a Clerk and an Assistant Clerk for the forthcoming year at its last meeting of each calendar year. The Clerk or the Assistant Clerk need not be a currently seated Ruling Elder, provided that at least one of them is currently a seated Ruling Elder.

ARTICLE VII: THE BOARD OF DEACONS

Section 1 – Deacons Duties and Quorum.

The Board of Deacons shall follow **Chapter 17 of The EPC Book of Order** (attached hereto) in carrying out its duties. A quorum for any meeting of the Board of Deacons for discussion or action on any Church matters shall be not less than one-half (1/2) the number of current serving Deacons.

Section 2 – Deacons Composition and Organization.

The Board of Deacons (“Deacons”) shall consist of not less than eighteen (18) and not more than thirty-six (36) elected and ordained Deacons. Each Deacon shall meet, at a minimum, the qualifications prescribed in the “EPC Book of Order.” The Deacons shall assume such roles and responsibilities as may be assigned to them by the Session, and shall organize itself as necessary for the orderly and efficient performance of its duties.

Section 3 – Deacons Terms.

The term of active office for each Deacon shall be three (3) years in staggered classes. 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. No Deacon shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. A Deacon 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. This rule of term limitation shall also apply to all committee, teams, etc. of the Deacons, unless Session grants an exception to a named person by an affirmative vote of not less than two-thirds (2/3) of the total membership of Session.

Approved by Session on 9/26/2023, now pending approval by Congregation on 11/12/2023.

Section 4 – Simultaneous Deacon and Ruling Elder Service.

No member shall be permitted to serve as a Ruling Elder on the Session and the Board of Deacons simultaneously.

ARTICLE VIII: ELECTION OF CHURCH OFFICERS

Section 1 – Church Officer Nominating Committee (CONC).

A CONC consisting of seven (7) members, to serve for a term of one (1) year, shall be elected at the February or March stated meeting of the Congregation. No member may serve on the CONC for more than two (2) consecutive years. Membership on the CONC shall be: two (2) Ruling Elders currently serving on Session (one of whom will serve as Chair) to be designated by 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 Session or Board of Deacons. The Moderator of Session shall be an ex-officio member, without vote.

Section 2 – Procedure for Nomination and Election.

The membership of each new CONC, including the four (4) members chosen from the Congregation, will be placed in nomination by Session. Nominations from the floor for Congregation Members to serve on the CONC will be accepted, provided the consent of the nominee to serve has been obtained prior to such nomination. If there are Nominations from the floor, election of the four (4) members from the Congregation shall be by written ballot.

Section 3 – Congregational Suggestions for Church Officer Nominations.

The CONC shall provide opportunities for the Congregation to submit names of members for consideration by the Committee for nomination for Church Officer. Forms for submitting names for consideration shall be made available at least three (3) Sundays and at the Church office prior to commencement of the Committee's deliberations.

Section 4 – Notice of Officer Nominees.

Officer nominees selected by the CONC shall be published to the Congregation at least two (2) Sundays prior to the meeting of the Congregation at which an election is to be held. Because of the constitutional requirement that all nominees must be examined by Session prior to being placed in nomination to the Congregation, no additional officer nominations may be made at the meeting for election of officers.

ARTICLE IX: MEETING POLICIES

Section 1 – Open Meetings.

All meetings of the Congregation, the Corporation, the Session, the Board of Deacons, and all committees, teams or other subgroups thereof, shall be open to attendance by any member of the Congregation as an observer, except as otherwise provided in this Article.

Section 2 – Non-Open Meetings.

Meetings of the Church Officer Nominating Committee and Session's Personnel Committee or Team shall be closed to all but members of that Committee or Team, unless invited by the Committee or Team for consultation.

Section 3 – Meetings Closed for Executive Session.

Upon declaration by the Moderator or leader of the Meeting, and subject to objection and overrule by a majority vote of the members of that body in attendance, any meeting may proceed in closed or Executive Session for a reasonable time for discussion or action of any of the following matters:

- a. Legal, governmental, or judicial matters for which the attorney-client privilege might reasonably be compromised if conducted in an open forum.

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- b. The employment, performance evaluation, compensation, discipline, complaint evaluation, or dismissal of a member of Staff or member of Congregation.
- c. Personal or sensitive matters regarding any Church members or Staff, which need not be known beyond that meeting.
- d. If public knowledge of the identity, relationship with, or support by the Corporation or the Congregation of the person, organization, or program could potentially place such person, organization, or program in jeopardy, humiliation, or harm.

Section 4 – Remote Participation in Meetings of the Congregation OR the Corporation.

Session may authorize remote participation by members in meetings of the Congregation or Corporation by video connection, such as Zoom or other internet or any electronic means, provided that:

- a. The call and notice of the meeting shall specify such participation is authorized and shall provide adequate instructions for such connection and participation; and
- b. The connection allows all persons so participating to affirm their connection by name and to be counted in attendance at the actual meeting for determining the presence of a quorum; and
- c. The connection allows any member so participating to hear and see any presentations and any questions from the floor, to ask questions of or respond to the moderator when appropriate, and to speak to any matter presented at the meeting; and
- d. The connection allows the participant to vote on any matter or motion requiring a vote of the members of the Congregation or Corporation and such vote shall be included in determining whether the motion or matter carried by the required majority; and
- e. The minutes of the meeting shall record the number of members attending the meeting in person and the number attending by video, internet, or electronic connection.

Section 5 – Use of Electronic Transmissions for Meeting Purposes.

Members of Session, Deacons, or any committee, team, council, or other entity designated by Session or Deacons may participate in a meeting by means of conference telephone, internet 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.

For Session and Deacons, any vote or action required or permitted at such meeting may be taken by use of electronic transmissions under the following circumstances: A) NO less than one-half of Session or members of the entity, or no less than one-half of Deacons or members of the entity (i.e. 50% or more of either body) must respond to the request for the vote to be valid; B) The matter must be a time-sensitive issue, which should not otherwise be delayed to the subsequent meeting of Session, Deacons or other entity; C) Those voting may respond with choices of i). Yes/Agree; ii). No/Disagree; or iii). Defer until the next meeting of Session, Deacons or other entity, and D). For any such electronic vote to pass, a minimum of 2/3rds of those voting must vote with a common response from among the three choices described in (C).

ARTICLE X: AMENDMENTS

These Bylaws 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) of the members present, provided that a summary of the proposed changes shall have been made in connection with the call of the meeting and printed and/or electronic copies of the proposed amendments have been made available to the members at least ten (10) days prior to the meeting.

Approved by Session on 9/26/2023, now pending approval by Congregation on 11/12/2023.

Certification of Adoption

I hereby certify that the foregoing Amended and Restated Bylaws (with attachments), were duly adopted at a stated meeting of the Congregation and the Corporation on the _____ day of _____, 2023, by affirmative vote of more than two-thirds (2/3) of the members present and the printed copies of the Amended and Restated Bylaws were distributed in connection with the call of said meeting.

Geri McFall, Clerk of the Session and Secretary of the Corporation