

BYLAWS  
of  
Woodlawn Chapel Presbyterian Church  
Wildwood, Missouri

ARTICLE I           NAME AND RELATIONSHIP

Section 1           The name of this church shall be Woodlawn Chapel Presbyterian Church. This church was organized by the Presbytery of Giddings-Lovejoy on June 3, 1990, and incorporated by the State of Missouri on June 4, 1990. It is a nonprofit religious corporation.

Section 2           This church is a particular congregation of The Presbyterian Church (United States of America) and is subject to the guidance and direction of the General Assembly, the Synod, and the Presbytery of jurisdiction. These bylaws shall be in conformity with the constitution of The Presbyterian Church (USA) as interpreted by the judicatories of the jurisdiction, and shall set forth the ecclesiastical and corporate structure and method of operation of this particular church.

Section 3           The principal office for the transaction of the business of this church including its corporate affairs shall be at 16520 Clayton Road, Wildwood, Missouri.

ARTICLE II           OBJECTIVES AND NONPARTISAN ACTIVITIES

Section 1           The objectives of this congregation shall be:

- A.    To bear witness to the Christian truths; to promulgate the doctrines and teachings of the Christian religion and to promote fellowship among God's people;
- B.    To receive, hold, and disburse gifts, bequests, devises, and other funds for these purposes;
- C.    To own and maintain or to lease available real estate and buildings, and any personal property which is deemed necessary for its purposes; to enter into, make and perform, and carry out contracts of every kind for any lawful purposes, without limit to amount.

Section 2           A.    This corporation has been formed under the Nonprofit Religious Corporation Laws of Missouri for the religious purposes described above, and it shall be nonprofit and

nonpartisan. This corporation shall function in accordance with the provisions of the Internal Revenue Code, Section 501 (c) (3) as follows: “No part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, ... and which does not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.”

- Section 3                    B.     The corporation shall not, except in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

### ARTICLE III                    CONGREGATIONAL MEETING AND MEMBERSHIP

Section 1                    All congregational meetings may deal with both “corporate” and “ecclesiastical” affairs.

Section 2                    Communicant members of whatever age shall be eligible to vote upon all matters that come before the congregation. The Session shall determine the communicant membership.

Section 3                    There shall be an Annual Meeting of the congregation in February or March of each year, at a time and place specified by the Session, for the purpose of reviewing reports of standing committees of the Session and Deacons, reviewing the financial report for the previous year, to review the budget for the ensuing calendar year and to resolve other matters which may be properly brought before it. There shall be a congregational meeting in November or December of each year to elect Elders and Deacons and to approve the Pastor(s) terms of call for the following year.

Section 4                    Special meetings of the congregation may be called by the Session, or on direction of the Presbytery. Such calls shall state clearly the purpose of the meeting, and no other matter save that specified in the call may be considered.

Section 5                    Notice shall be given for all congregational meetings by an announcement at two consecutive Sunday services preceding the meeting and/or written notice by mail to all members.

- Section 6 A quorum for the transaction of business at all congregational meetings shall consist of a minimum of one-tenth (1/10) of the membership. Voting by proxy is not authorized.
- Section 7 A. The moderator of the Session shall preside at congregational meetings. If the moderator is unavailable to act, or if the subject to be discussed requires it, the Session may invite another minister of the presbytery to preside.
- B. The Clerk of Session shall act as a clerk, or if unavailable to act, a clerk shall be designated by the Session.
- Section 8 Rules of judicatories of the Presbyterian Church, insofar as they apply, are hereby adopted for this church. Meetings shall be conducted in accordance with these rules; when they do not apply, according to the usual parliamentary rules of order.
- Section 9 The minutes of a congregational meeting shall be referred to the Session for approval at its next Stated Meeting, and upon approval shall be incorporated in Session records.

#### ARTICLE IV NOMINATION AND ELECTION OF CHURCH OFFICERS

- Section 1 There shall be a church Nominating Committee composed of seven members. Four members nominated by the Nominating Committee shall be elected by the congregation at a congregational meeting, none of whom shall be in active service on the Session or Board of Deacons.. Two members from the third year class of Session and one member from the third year class of Deacons shall be designated by the Session and Board of Deacons. The pastor shall be a member, ex officio, without vote.
- Section 2 Persons on the Nominating Committee shall have been members of the church for at least one year.
- Section 3 The Session shall designate one of its two members as chairperson.
- Section 4 The Nominating Committee shall be constituted at a congregational meeting to serve one year beginning with the conclusion of that meeting.
- Section 5 The Nominating Committee shall present one eligible person for each office to be filled. Public notice of the names of nominees shall be given at least one week prior to election. Additional nominations may be made from the floor. Any person nominated shall have given consent to be nominated.

- Section 6 Elders and Deacons shall be elected at a meeting of the congregation. There shall always be three classes of ruling elders and deacons, as nearly equal in number as possible, one class only of which shall expire each year. Terms shall always be for three years, except when it is necessary to elect some for shorter terms in order to equalize the numbers in the classes or to fill vacancies. An Elder or Deacon having served for two full terms or one full term, plus any partial term, shall be ineligible to serve for a further term until at least one year has elapsed. Youth under 25 may be elected to a one-, two-, or three- year term.
- Section 7 Election may be by acclamation if there be but one candidate for office. If there be two or more candidates, election shall be by ballot. A majority vote elects.
- Section 8 Elected elders and deacons shall be installed, and ordained if required, in a regular Sunday morning church service on the first Sunday practicable in the month of January. A term of service shall begin upon installation.
- Section 9 For good cause, elected elders or deacons may resign from office with the consent of the Session. Membership on the Session or Board of Deacons terminates automatically upon termination of membership. Vacancies shall be filled in the same manner as original elections.
- Section 10 When an elder or deacon has been absent from three successive meetings of their board without an acceptable excuse by that board, the congregation may upon recommendation of that board, declare the position vacant and elect another person to fill the unexpired term.

## ARTICLE V SESSION

### Section 1 Members

The Session shall be composed of thirteen (twelve + 1 youth) elders and the pastor as moderator. In his or her absence, the moderator may be a member of the Presbytery appointed by it or with the approval of the pastor appointed by the Session. The Session shall elect a clerk, who shall be an elder, from within or without its own membership. The Session shall annually elect the membership of its permanent committees, nominated by the pastor. Communicant members may be added to any of its committees.

## Section 2

### Powers

The Session shall have authority over all of the affairs and activities of this church, both spiritual and corporate except in such matters as may by the constitution or these Bylaws be specifically accorded to the pastor, to the congregation, or to a higher judicatory.

## Section 3

### Meetings

- A. The Session shall meet monthly at a time and place designated by it, except as canceled by its previous action. Session standing committees shall normally also meet monthly. Special Session meetings may be called by the moderator upon notice to all members and shall be called upon the request of any two or more members thereof, and upon the direction of the Presbytery. A quorum for the transaction of business shall be one-third of the membership.
- B. The pastor may call a special meeting of the Session when a meeting is judged to be necessary and shall do so when requested in writing by any two members of the Session. The Session shall also meet when directed to do so by Presbytery. Reasonable notice of all special meetings must be given when other than routine business is to be transacted. The Session may invite members of the congregation to attend and observe its meetings if it so desires, without restricting its right to meet in executive session whenever circumstances indicate the wisdom of doing so.
- C. Any action required or permitted to be taken by the Session may be taken without a meeting if all members of Session individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Session. Such written consents shall be filed with the minutes of the proceedings of the Session.
- D. A joint meeting of the Session and Board of Deacons shall be held at least annually to confer on matters of mutual interest.

Section 4

Property and Finance

- A. Budget making and the securing of revenues is a responsibility of the Session. The Session shall be responsible for the collecting, holding, dispersing, and accounting of all church funds.
- B. The total budget for all causes shall be prepared by a budget committee, representative of the Session's major committees elected by the Session. The budget, as approved by the Session, shall be presented to the congregation at its Annual Meeting for information and review. Suggested changes by the congregation, except for pastor and associate pastor salaries, shall be referred to the Session for final action. Salaries of the pastor and any associate pastors shall be reviewed and approved by the congregation annually, and approved by the Presbytery.
- C. Borrowing funds or making expenditures from any reserve funds beyond five percent of the church budget in one year shall have approval of the congregation.
- D. The Session shall have responsibility for the care and management of church properties.

ARTICLE VI

BOARD OF TRUSTEES

Section 1

Members

Elders elected to membership on the Session shall thereby also be elected to be trustees. The membership of the Corporation shall be the communicant membership of this church. The elders while in office shall constitute the Board of Trustees of this Corporation. This Board shall be responsible to the congregation according to the laws of the State and these bylaws.

Section 2

Officers

- A. The officers of this Corporation shall be president, secretary, treasurer, and at the discretion of the Session, other officers.
- B. The president, secretary and other officers, except the treasurer, must be members of the Session. Only Session members in their final year of their current term of office are

eligible for election to the office of president, secretary or other office.

- C. The officers of this Corporation shall be elected annually by the Session and shall serve at the pleasure of the board. A vacancy in any office, caused by death, resignation, removal, disqualification, or any other cause, shall be filled by the Session at any regular or special meeting.
- D. Trustee vacancies shall be filled as provided in Section 1, above.

### Section 3

#### Powers

- A. The corporate powers of this church shall be exercised by the Session. The Session shall process formal corporate documents and perform duties required of it by civil law according to powers granted to a nonprofit religious corporation by the laws of this State, and shall be in conformity to the articles of incorporation of this church.
- B. This Session shall not sell, mortgage or otherwise encumber any of the church's real property; or acquire real property subject to an encumbrance or condition; or lease its real property used for purposes of worship; or lease any of its other real property for more than five years, without the approval of the congregation transmitted through the Session to Presbytery for its approval.
- C. All real and/or personal property, now or hereafter acquired and any interests therein legal or equitable will be held in trust for the use and benefit of The Presbyterian Church (USA) through the presbytery of jurisdiction, its successor or assigns.
- D. Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to The Presbyterian Church (USA) through its presbytery of jurisdiction, a religious corporation, if it is then in existence and exempt under Section 501 (c) (3) of the Internal Revenue code; but if it is not then in existence or exempt, to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable and/or religious purposes and that has established its tax-exempt status under Internal Revenue Code Section 501 (c) (3).

Section 4 Meetings

All meetings of the Session shall also be considered to be meetings of the Board of Trustees. Meetings shall be held as specified in Article V, Section 3.

Section 5 Records and Reports

- A. Any member may inspect and copy the records of member's names and addresses and the minutes of meetings, during business hours, on five days prior written demand on the church, stating the purpose for which the inspection rights are requested.
- B. The church shall keep at its principal executive office, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.
- C. The accounting books, records, and minutes of proceedings of the members and the Session and any committee(s) of the Session shall be kept at such place or places designated by the Session, or in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on written demand of any elder, at any reasonable time during usual business hours for a purpose reasonably related to the elder's interests. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.
- D. Every elder shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by an elder may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE VII DEACONS

Section 1 Members

The Board of Deacons shall meet regularly, at least once quarterly, at a time and place designated by it. The Deacon standing committees shall normally also meet regularly, at least once quarterly. The Board of Deacons and its committees shall be under the supervision and authority of Session, in accordance to the constitution of the Presbyterian Church (USA). They shall elect yearly a moderator and a secretary/treasurer from among the membership of the Board of Deacons and shall keep records of their meetings. The pastor(s) of the church shall be an advisory member.

Section 2 Powers

The Board of Deacons is an office set forth in Scripture as one of “... sympathy, witness, and service after the example of Jesus Christ.” (Book of Order, G-6.0400) In their ministry of compassion, the Deacons’ duties, first of all, are to minister to those who are in need or in distress such as the sick, the friendless, the impoverished. The Deacons may also assume other duties as may be delegated to them by the Session from time to time.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS, ELDERS, DEACONS, OFFICERS, EMPLOYEES, AND OTHER AGENTS.

Section 1 The elders, deacons, officers, employees, and other agents are indemnified to the extent followed by the nonprofit corporation law of the State of Missouri then in effect.

ARTICLE IX CONSTRUCTION AND DEFINITIONS

Section 1 Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Missouri Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, singular number includes the plural, the plural number includes the singular, and the term “person” includes both the corporation and a natural person.

ARTICLE X

AMENDMENTS

Section 1

Amendment by members

- A. These bylaws may be amended subject to the charter of the corporation, the laws of the State of Missouri, and the Constitution of The Presbyterian Church (United State of America) at any annual meeting or at any special meeting of the congregation by a two-thirds (2/3) vote of the voters present provided that a full reading of the proposed changes or a printed distribution of the same shall have been made in connection with the call of the meeting.
  
- B. These bylaws or the charter of this corporation may not be amended contrary to or so as not to include the provisions of the Constitution of the Presbyterian Church (United States of America).

ACCEPTED THIS

DAY OF

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PRESIDENT

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SECRETARY