

# BYLAWS OF GRACE COVENANT PRESBYTERIAN CHURCH, INC.

(Revised 6-14-15)

**WHEREAS**, Grace Covenant Presbyterian Church, a Kansas non-profit corporation at Overland Park, Kansas, a member congregation of the Heartland Presbytery in the Synod of Mid-America of the Presbyterian Church (U.S.A.), and subject to the Constitution of the Presbyterian Church (U.S.A.), by authority of its registered members in the annual congregational meeting held on January 27, 2013, has favorably considered revocation of all prior bylaws of the corporation and approval of new articles as the bylaws of the corporation;

**NOW, THEREFORE, BE IT RESOLVED** that Grace Covenant Presbyterian Church hereby revokes all prior bylaws and amendments thereto and adopts the following articles as the bylaws of the corporation, subject always to the comparable provisions of the Book of Order, which is Part II of the Constitution of the Presbyterian Church (U.S.A.), whether referenced herein or otherwise provided, to be effective from and after February 1, 2013.

## ARTICLE I – MEMBERSHIP

### Section I-1. Members of the Corporation

All members registered on the active member roll of Grace Covenant Presbyterian Church are members of the corporation and when in attendance at any congregational meeting shall have the right to be recognized, speak and vote. [G-1.0501; G-3.0204a; G-4.0102]. Registered active members also may be elected to the ordered ministries of elder and deacon. [G-1.0402].

### Section I-2. Eligibility as Active Members

Members of the congregation shall be registered by the session upon the active member roll [G-3.0201c; G-3.0204a] and shall have all of the rights of active members and members of the corporation by maintaining those qualifications and that degree of participation described in section G-1.0402 of the Book of Order.

### Section I-3. Responsibilities and Privileges of Active Membership

Active members shall regularly participate in the work and worship of the congregation, attend and vote at annual meetings, and perform the responsibilities of any office to which they are appointed or elected, among other disciplines and responsibilities of membership. [G-1.0402]. Candidates for active membership in the congregation shall participate in programs of preparation for membership provided by the session. [G-1.0402].

Section I-4. Termination of Active Membership

Those active members who do not maintain those qualifications and that degree of participation described in section G-1.0402 of the Book of Order may be assigned to the inactive member roll by order of the session. Assignment to the inactive member roll does not terminate membership, but does remove from the individual so assigned the privileges of membership described in sections I-1 and I-3, above. Active membership may be terminated by order of the session deleting an individual from the active member roll in conformity with section G-3.0204a of the Book of Order. Such action by the session also terminates membership in the corporation.

**ARTICLE II – CORPORATE MEETINGS**

Section II-1. Annual Congregational Meetings

The active members and pastors shall hold an annual meeting of the congregation in January, which shall be announced by public notice to the congregation at regular services of worship on at least three successive Sundays, the last of which may be the date of the noticed meeting. [G-1.0501; G-1.0502]. Such meetings shall constitute meetings of the corporation which shall be open to all active members. Only active members may debate questions placed before the meeting unless a motion to allow comments upon the question by other participants in the life and worship of the congregation is approved by majority vote of the active members. The annual meeting shall review the adequacy of the compensation of the pastor or pastors upon report of the prior review by the session and may transact any other business related to the matters listed in G-1.0503, including electing elders, deacons and others designated for election at the annual meeting by the session and hearing and receiving financial reports and reports of the session, board of deacons and other teams and organizations of the congregation.

Section II-2. Special Congregational Meetings

Special meetings may be called by the session or the presbytery, and must be called by the session when requested in writing by one-fourth of the active members of the congregation. [G-1.0502]. Notice of special meetings shall be given in the same manner as for the annual meeting except that notice of the specific items for consideration at the special meeting shall also be given. [G-1.0501]. The business of special meetings shall be limited to the items specifically listed in the notice for the meeting, and other business shall not be transacted. [G-1.0501]. Special meetings may be conducted in segments during regularly scheduled worship services conducted within the same week provided that (i) the aggregate attendance at all services forming a single special meeting by active members not having voted previously in the same special meeting constitutes a quorum as provided in section II-4, (ii) active members attending more than one service vote only once, and (iii) the vote at all services conforms to the same result. If the vote at any service differs from that of any other service, the vote of the segmented special meeting shall be declared void by the session and a consolidated special meeting shall be called with specific notice to include an election upon the same matter.

Section II-3. Business to be Transacted at Meetings of the Congregation

Business to be transacted at the annual or special meetings of the congregation shall be limited to:

- (a) matters relating to the electing of elders and deacons;
- (b) matters related to the calling of a pastor or associate pastors;
- (c) matters related to the pastoral relationship, such as changing the terms of call or requesting or consenting or declining to consent to dissolution;
- (d) matters related to buying, mortgaging, or selling real property;
- (e) matters related to requesting the presbytery to grant an exemption as permitted in the Book of Order; and
- (f) matters related to the permissive powers of a congregation and those matters not expressly prohibited by the Book of Order. [G-1.0503].

Section II-4. Quorum

The quorum of any annual or special meeting of the congregation shall be not less than one-tenth of the active members.

Section II-5. Procedure at Congregational Meetings

The pastor shall moderate the annual and special meetings. If the pastor is unable to preside, he or she shall invite another pastor who is a member of the presbytery, who ordinarily will be an associate pastor of the congregation, to serve as moderator. [G-1.0504]. Pastors, not being members of the congregation, may not vote in such meetings. When there is a tie vote, the moderator shall put the question a second time after allowing the opportunity for further debate upon the question. In the event of a tie vote a second time, the motion shall be deemed to have failed. For matters relating to the calling of a pastor and the pastoral relationship, the moderator may delegate the chair to the president of the corporation, or other active elder if the president is not present, for such limited purposes. Robert's Rules of Order, in the form of its most recent edition, shall apply to any procedure not included in the Book of Order or these bylaws.

Section II-6. Minutes

The clerk of the session shall be secretary of all congregational meetings. If the clerk is unable to serve, the active members attending the meeting shall elect the acting secretary. [G-1.0505]. The minutes of each meeting shall be attested by the moderator and the secretary. The minutes shall be published and available for review by the session, which shall read, correct, and approve the minutes at its next scheduled meeting thereafter. The minutes as so read, corrected, and approved shall be entered in the minute book of the congregation maintained by the session.

Section II-7. Officers of the Corporation

For the purpose of complying with state law relating to corporations and for the purpose of executing documents for and on behalf of the corporation, the session shall annually elect at its final stated meeting for the calendar year from among its first- and second-year classes a president of the corporation. The president shall hold office for the next calendar year. The clerk

of the session shall concurrently serve as secretary of the corporation. The clerk of the session shall maintain an accessible and publicized method or methods for the filing of all forms of notification, petitions, or other written communications to the session.

### **ARTICLE III – THE SESSION AS THE GOVERNING BODY**

#### **Section III-1. Authority and Responsibilities**

The session is responsible for the mission and government of the congregation. It has responsibilities and authority as designated in sections G-3.0101 through G-3.0113, inclusive, and G-3.0201 through G-3.0205, inclusive, of the Book of Order.

#### **Section III-2. Composition and Functions**

(a) The session consists of the pastor and associate pastor(s), twelve adult active elders in three classes of four members each elected by the congregation to three-year staggered terms, and additionally two annually elected active elders as youth representatives who may be under the age of 18 years and who regularly participate in the organized youth programs of the congregation. There shall additionally be appointed by the session an elder as clerk, who may at the discretion of the session be either one of the active elders or an inactive elder who is not a voting member of the session.

(b) Annually at its stated meeting in May, the session shall select, typically from among its second- and third-year classes (as defined below in section III-3), four active elders, who along with the clerk (if not an active elder), pastor, and associate pastor(s), shall serve as the executive committee for the purpose of discerning issues, proposing solutions and policy, approving the agenda after its preparation with the participation of the moderator, suggesting appointments to operational standing teams and committees, and proposing goals for and objectives of the congregation and pastors, among other things. The executive committee shall also evaluate the pastors and the efficacy of the standing teams and committees and perform such other functions as delegated by the session.

(c) Active elders, by virtue of their office, and if otherwise eligible under civil law, shall have the concurrent and commensurate capacity to act as the sole trustees of the corporation in the event there should arise any legal requirement to exercise authority as trustees. The president of the corporation shall act as the chairperson of the trustees. There shall be no separate trustees or board of trustees for the corporation. [G-4.0102].

#### **Section III-3. Qualification and Terms for Active Elders**

Except for the youth representatives elected annually for a term of one year, elders shall be elected to the session for terms of not more than three years and for a limit of two consecutive terms not exceeding six years. There shall be three classes of four active elders, each class to be elected once every three years on a staggered basis. Qualification for election, the procedure for nomination and election, and the term of office shall conform to G-2.0401 through G-2.0404, inclusive, of the Book of Order. Terms on the session shall commence after installation with the

first stated or special meeting of the session following the first day of June. Vacancies on the session shall be filled by election of the active members at the annual meeting or a special meeting of the congregation called for that purpose after conformity with the same qualification requirements and nominating procedure as provided in this article for original elections.

Section III-4. Meetings of the Session

Stated session meetings shall ordinarily be held on the same day of the same week of each month. Stated meetings may be omitted provided that at least one stated meeting is held within each calendar quarter. [G-3.0203]. Special meetings of the session may be called by the moderator, the executive committee, the presbytery, and when requested in a writing delivered to the pastor, by two of the active elders of the session, consistent with section G-3.0203 of the Book of Order and other procedures as set by the session.

Section III-5. Quorum

A quorum of stated and special meetings of the session shall be comprised of the pastor (or other approved moderator as provided in section G-3.0201 of the Book of Order and these bylaws) and one-third of the active elders, except for the reception and dismissal of active members which may be conducted with the pastor or other approved moderator and two active elders. [G-3.0203].

Section III-6. Procedure

A pastor shall be the moderator and the session shall not meet without the presence of the moderator. [G-3.0201]. In the event of the illness or absence of the moderator, an associate pastor shall serve as the moderator with the concurrence of the session. If concurrence is withheld, or if an associate pastor is not available through illness or absence, the session may, with the approval of the pastor, convene and elect another of its own members to preside. The moderator shall preside at the meeting. Active elders, the pastor and the associate pastors are entitled to vote. [G-3.0201]. All meetings of the session shall be open to active members except for that portion of any meeting recessed to executive session. Abstentions shall be permitted. Session may make use of processes of discernment in its deliberations prior to a vote as agreed upon by session. [G-3.0105]. Robert's Rules of Order, in the form of its most recent edition, shall apply to any procedure not included in the Book of Order or these bylaws. [G-3.0105].

## **ARTICLE IV – THE BOARD OF DEACONS**

Section IV-1. Authority and Responsibilities

The board of deacons shall be responsible for ministry to those who are in need, providing compassion, witness and service to the poor, the hungry, the sick, the lost, the friendless, the oppressed, those burdened by unjust policies or structures, or anyone in distress both within and beyond the community of faith. [G-2.0201]. The deacons shall assume such other duties consistent with the responsibilities of their office as may be delegated to them from time to time by the session. [G-2.0202]. The records of the board of deacons shall be submitted

to the session at least annually and at such other times at the request of the session. The board of deacons shall be under the supervision and authority of the session. [G-2.0202]. The board shall present a report to the congregation at the annual meeting.

Section IV-2.      Organization of the Board

The session shall determine the number of active deacons to serve upon the board of deacons and their term of office within the same limitations as provided in section III-3 for the service of active elders on the session and section G-2.0404 of the Book of Order. The board of deacons shall elect a moderator, a vice moderator, and a secretary from among its members. The secretary shall keep a record of the board's proceedings. The pastor and associate pastor(s) shall be advisory members without a vote.

Section IV-3.      Meetings

The board shall meet regularly, but not less often than quarterly, at the call of its moderator or when directed to meet by the session. The board shall determine its own quorum.

Section IV-4.      Assistance of Active Members Appointed by the Session

The session may select and appoint other active members of the congregation to assist the board of deacons or its members individually in their ministry of compassion, witness and service. Such request for selection and appointment shall be initiated by the board to the session.

## **ARTICLE V – NOMINATIONS**

Section V-1.      Nominating Committee

The congregation shall form one nominating committee to select and submit nominees for ordered ministry to the congregation at annual meetings or special meetings called for the election of active elders and deacons. The purpose of the nominating committee's selection and submission of nominees shall be to fill regular terms and vacancies in unexpired terms in either body declared by the session. Appointment and election of members of the nominating committee shall be conducted under the following rules:

- (a) there shall be nine voting members on the nominating committee, and the pastor shall also be a member ex officio and without vote;
- (b) two of the members shall be elders appointed by the session, one of whom shall be an active elder currently serving on the session who shall moderate the nominating committee;
- (c) two of the members shall be active deacons appointed by the board of deacons;
- (d) the five members who are not appointed under subsections (b) and (c) of section V-1 shall be active members from the congregation at large elected by the congregation at the annual meeting or a special meeting;

- (e) members of the nominating committee shall be elected and appointed annually, their terms extending from June 1 to May 31, and may not serve more than three consecutive terms; and
- (f) the nominating committee shall bring to the congregation nominations only for the number of positions to be filled.

## **ARTICLE VI – CONGREGATION FINANCES**

### Section VI-1.     Procedure

The treasurer shall be elected annually by the session and his or her work shall be supervised by the session. [G-3.0205]. Those in charge of the various funds in the congregation shall report at least annually to the session and more often when requested. Those in charge of funds shall comply with the minimum standards as set out in sections G-3.0113 and G-3.0205 of the Book of Order.

## **ARTICLE VII – ADMINISTRATIVE RESPONSIBILITIES**

### Section VII-1.     Submission of Session Records to the Presbytery

At least once a year, at the direction of the presbytery, the session shall submit its records of proceedings to the presbytery for its evaluation pursuant to section G-3.0108a of the Book of Order.

### Section VII-2.     Records Open to Active Members

Minutes and all other official records of the session are the property in perpetuity of the session. [G-3.0107]. All such records shall be available for review upon reasonable request during the regular business hours of the administrative office by any active member.

### Section VII-3.     Staff Employment Policies

The session shall implement employment policies for congregation staff positions in accordance with the principles of inclusiveness and representation as provided in section G-3.0103 of the Book of Order.

### Section VII-4.     Administration of the Endowment Fund

The Endowment Fund established by the Congregational Resolution on June 19, 1995 shall continue to be administered by the established committee designated as the Endowment Team under the rules and procedures set out in said resolution and incorporated herein by reference.

## **ARTICLE VIII – DEFENSE AND INDEMNITY FOR ERRORS AND OMISSIONS**

### **Section VIII-1. Defense Against Claims**

Upon the timely written request of any officer, employee or registered active, baptized or affiliate member of Grace Covenant Presbyterian Church, the corporation shall provide a defense not otherwise provided through a liability insurer by directly engaging counsel for representation in any civil action or governmental administrative proceeding brought against such officer, employee or registered active, baptized or affiliate member for an act or omission arising out of his or her engagement in activities or employment directly related to the programs and functions of the corporation as directly or impliedly authorized by the session. Such request shall be filed with the clerk of the session within fifteen (15) days after service of process or written notice of the existence of any potential suit or governmental administrative proceeding. In the event of late filing, the session may, in its discretion, proceed to provide such direct defense independent of that provided by insurance where it finds excusable circumstances for late filing. The session may refuse to provide or may terminate any direct defense if it determines that (1) the act or omission was not within any authorized congregation function or activity; (2) the act or omission was prompted by actual fraud or malice; or (3) the officer, employee or registered active, baptized or affiliate member has not reasonably cooperated in good faith in the defense of the suit or proceeding.

### **Section VIII-2. Indemnification**

Except for damages, fines or penalties paid by insurance, the corporation shall indemnify its officers, employees and registered active, baptized or affiliate members for damages, fines or penalties assessed against them for acts or omissions while acting within the scope of any congregation function or activity directly or impliedly authorized by the session in the case of officers and registered active, baptized or affiliate members, and while acting within the scope of their employment in the case of employees. The corporation shall not provide indemnification for any punitive or exemplary damages. The corporation shall have the right to refuse indemnification and recover any payments made by it for any judgment, fine or penalty if the officer, employee or registered active, baptized or affiliate member fails to cooperate in good faith in the defense of the claim or action, or if such damages, fines or penalties are assessed pursuant to a ruling that the act or omission is the result of actual fraud or malice. No such indemnification shall be made by the corporation for damages, fines or penalties paid by reason of settlement without adjudication or other ruling unless such settlement is first approved by resolution of the session.

## **ARTICLE IX – AMENDMENT OF BYLAWS**

### **Section IX-1. Automatic Amendment to Conform to Amendments in the Book of Order**

The provisions in the Book of Order on the same subject of any part of these bylaws shall always prevail, and should any amendment to comparable provisions in the Book of Order be declared by the General Assembly or otherwise take effect pursuant to Part II of the Constitution of the Presbyterian Church (U.S.A.), then the comparable provision of these bylaws shall be

deemed to be also amended in consistent form without the necessity of formal congregational amendment as provided in section IX-2 of this article.

Section IX-2. Congregational Amendments

These bylaws may be otherwise amended at any meeting of the congregation by a two-thirds vote of the active members present. The proposed amendments in printed form must be made available to the congregation with the public notice of the meeting as provided in sections II-1 and II-2. Any active members may propose amendments provided a copy of such proposed amendment is filed with the clerk of the session at least thirty days prior to the first date of public notice for the annual or special meeting.

Revised by the special congregational meeting on June 14, 2015.